

ITEM 7.01. REGULATION FD

On May 9, 2016, Kennedy Wilson Europe Real Estate plc (“KWE,” LSE: KWE) issued a release with respect to its payment of the stock portion of the quarterly management fee due to KW Investment Management Ltd., its external manager and a wholly-owned subsidiary of Kennedy-Wilson Holdings, Inc. (the “Company”). A copy of the release is furnished herewith as Exhibit 99.1

The information in this report (including Exhibit 99.1) is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

ITEM 8.01. OTHER EVENTS

On May 9, 2016, the Company received a total of 185,627 ordinary shares from KWE that KWE purchased in the open market, as part payment of the quarterly management fee for the quarter ended March 31, 2016. In addition to such shares, on May 5, 2016, the Company purchased an additional 314,373 ordinary shares of KWE on the London Stock Exchange for a total purchase price of approximately £3.4 million (approximately \$4.97 million). After such transactions, the Company owns approximately 20.64% of the total issued share capital of KWE. A wholly-owned subsidiary of the Company incorporated in Jersey also serves as KWE’s external manager pursuant to an investment management agreement.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Kennedy Wilson Europe Real Estate plc RNS release dated May 9, 2016.
99.1

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Kennedy-Wilson Holdings, Inc.

Date: May 9, 2016

By: /s/ JUSTIN ENBODY

Justin Enbody

Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
| 99.1 | Kennedy Wilson Europe Real Estate plc RNS release dated May 9, 2016. |