MOUTON KENT Y

Form 4

October 20, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Check this box

if no longer

subject to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MOUTON KENT Y

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Kennedy-Wilson Holdings, Inc.

[KW]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner X_ Officer (give title Other (specify below)

C/O 151 S. EL CAMINO DRIVE

(Street)

(State)

10/20/2017

General Counsel 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Zip)

Person

BEVERLY HILLS, CA 90212

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

Reported

(A) Transaction(s) (Instr. 3 and 4) (D) Price

Common 10/20/2017 Stock

(City)

(Instr. 3)

Code V Amount 2,473 \$0 A (2) (1)

443,913

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	ole Date				
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-6	Director	10% Owner	Officer	Other			
MOUTON KENT Y							
C/O 151 S. EL CAMINO DRIVE	X		General Counsel				
BEVERLY HILLS, CA 90212							

Signatures

/s/ Kent Mouton 10/20/2017

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares of common stock of Kennedy-Wilson Holdings, Inc. ("KWH") issued following the accelerated vesting of 8,947 restricted stock units ("RSUs") of Kennedy Wilson Europe Real Estate plc ("KWE") owned by the reporting person and the conversion of the underlying KWE ordinary shares, of which 4,669 KWE ordinary shares were withheld to satisfy tax withholding obligations, together with an additional 2,139 KWE ordinary shares held by the reporting person to shares of KWH common stock pursuant to the Transaction (as defined in footnote 2).

On October 20, 2017, KWH completed its acquisition of all of the outstanding shares (other than shares owned by KWH or its subsidiaries or held in treasury) of KWE by way of a scheme of arrangement effected under Article 125 of the Companies (Jersey) Law 1991 (the "Transaction"). In connection with the Transaction, on October 13, 2017, each unvested KWE RSU held by the reporting person vested and was converted into a KWE ordinary share which was exchanged, at the effective time of the Transaction, for (i) 0.3854 of a share of KWH common stock, (ii) 300 pence in cash paid by KWH and (iii) 250 pence in cash, to be paid by KWE as a special distribution shortly following the effective time of the Transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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