

KILROY REALTY CORP
Form 8-K
November 29, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 29, 2018

KILROY REALTY CORPORATION

KILROY REALTY, L.P.

(Exact name of registrant as specified in its charter)

**Maryland (Kilroy Realty
Corporation)**

**001-12675 (Kilroy Realty
Corporation)**

**95-4598246 (Kilroy Realty
Corporation)**

Delaware (Kilroy Realty, L.P.)
(State or other jurisdiction

000-54005 (Kilroy Realty, L.P.)
(Commission

95-4612685 (Kilroy Realty, L.P.)
(IRS Employer

of incorporation)

File Number)

Identification No.)

12200 W. Olympic Boulevard, Suite
200

Los Angeles, California
(Address of principal executive
offices)

90064
(Zip Code)

Registrant's telephone number, including area code:

(310) 481-8400

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On November 29, 2018, Kilroy Realty, L.P. (the Operating Partnership) issued and sold \$400,000,000 in aggregate principal amount of its 4.750% Senior Notes due 2028 (the Notes). The terms of the Notes are governed by an indenture, dated as of March 1, 2011 (the Base Indenture), by and among the Operating Partnership, as issuer, Kilroy Realty Corporation, as guarantor (the Company), and U.S. Bank National Association, as trustee, as amended and supplemented by a supplemental indenture, dated as of July 5, 2011 (the Supplemental Indenture), by and among the Operating Partnership, as issuer, the Company, as guarantor, and U.S. Bank National Association, as trustee, and an officers certificate, dated November 29, 2018 (the Officers Certificate), pursuant thereto, establishing the form and terms of the Notes and the related guarantees.

The foregoing descriptions of the Notes, Base Indenture, Supplemental Indenture and Officers Certificate do not purport to be complete and are qualified in their entirety by the full text of the Base Indenture, Supplemental Indenture and the Officers Certificate, which are being filed herewith or incorporated by reference, as the case may be, as Exhibit 4.1, Exhibit 4.2 and Exhibit 4.3, respectively, to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

- 4.1 Indenture, dated as of March 1, 2011, by and among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee.⁽¹⁾
- 4.2 Supplemental Indenture, dated as of July 5, 2011, by and among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee.⁽²⁾
- 4.3* Officers Certificate, dated November 29, 2018, pursuant to Sections 102, 201, 301 and 303 of the Indenture dated March 1, 2011, as amended and supplemented, among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee, establishing a series of securities entitled 4.750% Senior Notes due 2028, including the form of 4.750% Senior Note due 2028 and the form of related guarantee.
- 5.1* Opinion of Ballard Spahr LLP.
- 5.2* Opinion of Latham & Watkins LLP.
- 23.1* Consent of Ballard Spahr LLP (contained in the opinion filed as Exhibit 5.1 hereto).
- 23.2* Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto).

* Filed herewith

- (1) Previously filed by Kilroy Realty Corporation and Kilroy Realty, L.P. as exhibit 4.1 to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on October 2, 2013.
- (2) Previously filed by Kilroy Realty Corporation and Kilroy Realty, L.P. as exhibit 4.2 to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on October 2, 2013.

EXHIBIT INDEX

- 4.1 Indenture, dated as of March 1, 2011, by and among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee.⁽¹⁾
- 4.2 Supplemental Indenture, dated as of July 5, 2011, by and among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee.⁽²⁾
- 4.3* Officers Certificate, dated November 29, 2018, pursuant to Sections 102, 201, 301 and 303 of the Indenture dated March 1, 2011, as amended and supplemented, among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee, establishing a series of securities entitled 4.750% Senior Notes due 2028, including the form of 4.750% Senior Note due 2028 and the form of related guarantee.
- 5.1* Opinion of Ballard Spahr LLP.
- 5.2* Opinion of Latham & Watkins LLP.
- 23.1* Consent of Ballard Spahr LLP (contained in the opinion filed as Exhibit 5.1 hereto).
- 23.2* Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto).

* Filed herewith

(1) Previously filed by Kilroy Realty Corporation and Kilroy Realty, L.P. as exhibit 4.1 to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on October 2, 2013.

(2) Previously filed by Kilroy Realty Corporation and Kilroy Realty, L.P. as exhibit 4.2 to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on October 2, 2013.

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.

Date: November 29, 2018

KILROY REALTY CORPORATION

By: */s/ Heidi R. Roth*
Heidi R. Roth

Executive Vice President
and Chief Accounting Officer

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.

Date: November 29, 2018

KILROY REALTY, L.P.

By: Kilroy Realty Corporation,

Its general partner

By: */s/ Heidi R. Roth*
Heidi R. Roth

Executive Vice President
and Chief Accounting Officer