Kennedy-Wilson Holdings, Inc. Form SC 13D/A February 03, 2015

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Kennedy-Wilson Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.0001 Par Value

(Title of Class of Securities)

489398107

(CUSIP Number)

Paul Rivett

President

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

- With a copy to -

Jason R. Lehner

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

January 26, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 489398107

1	Names of Reporting Pers V. PREM WATSA	on/I.R.S. Identification Nos. of Above Persons (Entities Only)	
2	Check the Appropriate B (a) (b)	ox if a Member of a Group o x	
	(0)	X	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of O CANADIAN	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 11,500,072	
Each Reporting Person With	9	Sole Dispositive Power	
1 CISOII WILLI	10	Shared Dispositive Power 11,500,072	
11	Aggregate Amount Bene 11,500,072	ficially Owned by Each Reporting Person	
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represent 10.8%	nted by Amount in Row (11)	
14	Type of Reporting Person IN	1	

CUSIP No. 489398107

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1109519 ONTARIO LIMITED		
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Or ONTARIO, CANADA	ganization	
	7	Sole Voting Power	
Number of			
Shares Beneficially	8	Shared Voting Power 11,500,072	
Owned by Each	9	Sole Dispositive Power	
Reporting Person With	,	Sole Dispositive Fower	
Terson with	10	Shared Dispositive Power 11,500,072	
11	Aggregate Amount Benef 11,500,072	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 10.8%		
14	Type of Reporting Person CO		

1		on/I.R.S. Identification Nos. of Above Persons (Entities Only) STMENT COMPANY LIMITED			
2	Check the Appropriate Bo	Check the Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	X			
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o		
6	Citizenship or Place of Or BRITISH COLUMBIA, O				
	7	Sole Voting Power			
Number of					
Shares	8	Shared Voting Power			
Beneficially		11,500,072			
Owned by					
Each	9	Sole Dispositive Power			
Reporting					
Person With	10	OL ID: W. D			
	10	Shared Dispositive Power 11,500,072			
		11,500,072			
11	Aggregate Amount Benef 11,500,072	icially Owned by Each Reporting Person			
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o			
13		nted by Amount in Row (11)			
	10.8%				
14	Type of Reporting Person CO				

CUSIP No. 489398107

1	Names of Reporting Person 810679 ONTARIO LIMI	on/I.R.S. Identification Nos. of Above Persons (Entities Only) ΓΕD	
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Or ONTARIO, CANADA	ganization	
	7	Sole Voting Power	
Number of	0		
Shares Beneficially	8	Shared Voting Power 11,500,072	
Owned by Each	9	Sole Dispositive Power	
Reporting			
Person With	10	Shared Dispositive Power 11,500,072	
11	Aggregate Amount Benef 11,500,072	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represent 10.8%	Percent of Class Represented by Amount in Row (11) 10.8%	
14	Type of Reporting Person CO		

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX FINANCIAL HOLDINGS LIMITED		
2	Check the Appropriate Box is	a Member of a Group	
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of L	egal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o	
6	Citizenship or Place of Organ CANADA	ization	
	7	Sole Voting Power	
Number of			
Shares	8	Shared Voting Power	
Beneficially		11,500,072	
Owned by Each	9	Sole Dispositive Power	
Reporting		T	
Person With	10	GL LD: W D	
	10	Shared Dispositive Power 11,500,072	
11		lly Owned by Each Reporting Person	
	11,500,072		
12	Check Box if the Aggregate	Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented	by Amount in Row (11)	
	10.8%		
14	Type of Reporting Person CO		

1	Names of Reporting Pers FFHL GROUP LTD.	son/I.R.S. Identification Nos. of Above Persons (Entities Only)		
2	Check the Appropriate Box if a Member of a Group			
	(a) (b)	0 X		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o	
6	Citizenship or Place of O CANADA	rganization		
	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 10,281,845		
Owned by Each Reporting Person With	9	Sole Dispositive Power		
reison with	10	Shared Dispositive Power 10,281,845		
11	Aggregate Amount Beneration 10,281,845	ficially Owned by Each Reporting Person		
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represent 9.7%	nted by Amount in Row (11)		
14	Type of Reporting Person	n		

CUSIP No. 489398107

1		on/I.R.S. Identification Nos. of Above Persons (Entities Only) S) INTERNATIONAL CORP.			
2	Check the Appropriate B	Check the Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	X			
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o		
6	Citizenship or Place of O BARBADOS	rganization			
	7	Sole Voting Power			
Number of					
Shares	8	Shared Voting Power			
Beneficially Owned by		968,606			
Each	9	Sole Dispositive Power			
Reporting Person With					
reison with	10	Shared Dispositive Power 968,606			
11	Aggregate Amount Bene	ficially Owned by Each Reporting Person			
	968,606				
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represent 0.9%	Percent of Class Represented by Amount in Row (11)			
1.4					
14	Type of Reporting Person CO	1			

CUSIP No. 489398107

1	Names of Reporting Pers FAIRFAX (US) INC.	on/I.R.S. Identification Nos. of Above Persons (Entities Only)	
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of O DELAWARE	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 10,275,608	
Each Reporting Person With	9	Sole Dispositive Power	
Terson with	10	Shared Dispositive Power 10,275,608	
11	Aggregate Amount Benef 10,275,608	ficially Owned by Each Reporting Person	
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represer 9.7%	nted by Amount in Row (11)	
14	Type of Reporting Persor	1	

CUSIP No. 489398107

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ZENITH NATIONAL INSURANCE CORP.			
2	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure of L	egal Proceedings Is Required Pursuant to Item 2(d) or 2(e).		
6	Citizenship or Place of Organ DELAWARE	nization		
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		1,740,381		
Owned by Each	9	Sole Dispositive Power		
Reporting				
Person With	10	al ID: W D		
	10	Shared Dispositive Power 1,740,381		
11		ally Owned by Each Reporting Person		
	1,740,381			
12	Check Box if the Aggregate	Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented	by Amount in Row (11)		
	1.6%			
14	Type of Reporting Person CO			

CUSIP No. 489398107

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ZENITH INSURANCE COMPANY		
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Or CALIFORNIA	ganization	
	7	Sole Voting Power	
Number of Shares	8	Shared Voting Power	
Beneficially		1,740,381	
Owned by Each	9	Sole Dispositive Power	
Reporting Person With			
	10	Shared Dispositive Power 1,740,381	
11	Aggregate Amount Benef 1,740,381	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represent 1.6%	ated by Amount in Row (11)	
14	Type of Reporting Person CO		

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) TIG HOLDINGS, INC.		
2	Check the Appropriate Box if a Member of a Group		
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of Leg	gal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o	
6	Citizenship or Place of Organiz DELAWARE	ation	
	7	Sole Voting Power	
Number of			
Shares	8	Shared Voting Power	
Beneficially Owned by		1,119,033	
Each	9	Sole Dispositive Power	
Reporting		•	
Person With	10	Shound Diamonitive Power	
	10	Shared Dispositive Power 1,119,033	
11	Aggregate Amount Beneficially 1,119,033	Owned by Each Reporting Person	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 1.1%		
14	Type of Reporting Person CO		

1	Names of Reporting Person/ TIG INSURANCE COMPA	I.R.S. Identification Nos. of Above Persons (Entities Only) NY	
2	Check the Appropriate Box (a) (b)	if a Member of a Group o x	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of	Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Orga CALIFORNIA	nization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 1,119,033	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 1,119,033	
11	Aggregate Amount Benefici 1,119,033	ally Owned by Each Reporting Person	
12	Check Box if the Aggregate	Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented 1.1%	d by Amount in Row (11)	
14	Type of Reporting Person CO		

CUSIP No. 489398107

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) GENERAL FIDELITY INSURANCE COMPANY			
2	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o			
6	Citizenship or Place of Organization SOUTH CAROLINA			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially Owned by		1,046,414		
Each	9	Sole Dispositive Power		
Reporting		•		
Person With	10	Chand Dimenities Descen		
	10	Shared Dispositive Power 1,046,414		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,046,414			
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 1.0%			
14	Type of Reporting Person CO			

CUSIP No. 489398107

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) AMERICAN SAFETY HOLDINGS CORP.			
2	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o			
6	Citizenship or Place of Organization GEORGIA			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		1,046,414		
Owned by Each	9	Sole Dispositive Power		
Reporting		Sole Dispositive Fower		
Person With	10	al ID: St D		
	10	Shared Dispositive Power 1,046,414		
11	Aggregate Amount Beneficially Owned by Each Reporting Person			
	1,046,414			
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 1.0%			
14	Type of Reporting Person CO			

CUSIP No. 489398107

1		Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) AMERICAN SAFETY CASUALTY INSURANCE COMPANY			
2	Check the Appropriate Bo	Check the Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	X			
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o				
6	Citizenship or Place of Organization OKLAHOMA				
	7	Sole Voting Power			
Number of					
Shares	8	Shared Voting Power			
Beneficially		1,046,414			
Owned by	0				
Each	9	Sole Dispositive Power			
Reporting Person With					
reison with	10	Shared Dispositive Power			
		1,046,414			
11	Aggregate Amount Beneficially Owned by Each Reporting Person				
	1,046,414				
12	Check Box if the Aggrega	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o			
	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares 0				
13	1 ,				
	1.0%				
14	Type of Reporting Person CO				