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Kennedy-Wilson Holdings, Inc.

Form 424B3

November 10, 2010

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Filed by Kennedy-Wilson Holdings, Inc.

pursuant to Rule 424(b)(3) under the Securities Act of 1933

Commission File No.: 333-164926

QUARTERLY REPORT ON FORM 10-Q

On November 9, 2010, Kennedy-Wilson Holdings, Inc. filed with the Securities and Exchange Commission its Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, which is reproduced below as Appendix A to this filing.

Kennedy-Wilson Holdings, Inc. (the Company) has filed with the Securities and Exchange Commission (SEC) a registration statement (the Registration Statement) on Form S-1 (No. 333-164926), as amended, which was declared effective on June 11, 2010. A prospectus, dated June 11, 2010 (the Prospectus), covering the offering was filed with the SEC that same date. This prospectus supplement supplements our Prospectus.

ANY POTENTIAL INVESTORS IN THE SECURITIES OF THE COMPANY ARE URGED TO READ THE PROSPECTUS AND THIS PROSPECTUS SUPPLEMENT CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE OFFERING.

The Prospectus and this prospectus supplement are required to be delivered by the selling security holders of the above-referenced securities or by their transferees, pledges, donees or their successors in connection with the offer and sale of the above-referenced securities.

The information contained herein, including the information attached hereto, supplements and supersedes, in part, the information contained in the Prospectus. This prospectus supplement should be read in conjunction with the Prospectus and is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the Prospectus.

You may obtain a copy of the Registration Statement, the Prospectus and this prospectus supplement, as well as other filings containing information about the Company, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the Registration Statement, the Prospectus and this prospectus supplement can also be obtained, without charge, from the Company's corporate website at www.kennedywilson.com, or by directing a request to the Company, Attention: Chief Financial Officer, 9701 Wilshire Blvd., Suite 700, Beverly Hills, CA 90212.

In addition to the documents described above, the Company files annual, quarterly and current reports, proxy statements and other information with the SEC, which are available at the SEC's website at www.sec.gov or at the Company's website at www.kennedywilson.com.

THIS FILING IS FOR INFORMATION PURPOSES ONLY AND SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES, NOR SHALL THERE BE ANY SALE OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF SUCH JURISDICTION.

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APPENDIX A

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended September 30, 2010

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from to .

Commission file number 001-33824

Kennedy-Wilson Holdings, Inc.

(Exact name of Registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

26-0508760
(I.R.S. Employer
Identification No.)

9701 Wilshire Blvd., Suite 700

Beverly Hills, CA 90212

(Address of principal executive offices)

Registrant's telephone number, including area code:

(310) 887-6400

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

(See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act). (Check one):

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of common stock outstanding as of November 9, 2010 was 40,295,158.

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FORWARD-LOOKING STATEMENTS

Statements made by us in this report and in other reports and statements released by us that are not historical facts constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21 of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements are necessarily estimates reflecting the judgment of our senior management based on our current estimates, expectations, forecasts and projections and include comments that express our current opinions about trends and factors that may impact future operating results. Disclosures that use words such as believe, anticipate, estimate, intend, could, plan, expect, project or the negative of these, as well as similar expressions, are intended to identify forward-looking statements. These statements are not guarantees of future performance, rely on a number of assumptions concerning future events, many of which are outside of our control, and involve known and unknown risks and uncertainties that could cause our actual results, performance or achievement, or industry results, to differ materially from any future results, performance or achievements, expressed or implied by such forward-looking statements. These risks and uncertainties may include these factors and the risks and uncertainties described elsewhere in this report and other filings with the Securities and Exchange Commission (the SEC), including the Item 1A. Risk Factors section of our annual report on Form 10-K for the year ended December 31, 2009. Any such forward-looking statements, whether made in this report or elsewhere, should be considered in the context of the various disclosures made by us about our businesses including, without limitation, the risk factors discussed in our filing with the SEC. Except as required under the federal securities laws and the rules and regulations of the SEC, we do not have any intention or obligation to update publicly any forward-looking statements, whether as a result of new information, future events, changes in assumptions, or otherwise.

Table of Contents**PART I****FINANCIAL INFORMATION****Item 1. Financial Statements****Kennedy-Wilson Holdings, Inc. and Subsidiaries****Unaudited Condensed Consolidated Balance Sheets**

	September 30, 2010	December 31, 2009
Assets		
Cash and cash equivalents	\$ 50,713,000	\$ 57,784,000
Accounts receivable	2,376,000	887,000
Accounts receivable - related parties	7,232,000	4,278,000
Income tax receivable		6,848,000
Notes receivable	27,661,000	541,000
Notes receivable - related parties	1,898,000	6,644,000
Real estate, net	130,077,000	40,581,000
Real estate available for sale		2,472,000
Investments in joint ventures (\$23,710,000 and \$19,612,000 carried at fair value as of September 30, 2010 and December 31, 2009, respectively)	242,298,000	185,252,000
Investment in loan pool participation	15,947,000	
Goodwill and other assets	35,132,000	30,970,000
Total assets	\$ 513,334,000	\$ 336,257,000
Liabilities and equity		
Liabilities		
Accounts payable and other liabilities	\$ 41,645,000	\$ 29,348,000
Line of credit, notes payable, mortgages and other long-term debt	161,985,000	127,573,000
Total liabilities	203,630,000	156,921,000
Equity		
Cumulative Preferred stock, \$0.0001 par value, 1,000,000 shares authorized, \$1,000 per share liquidation preference:		
6.00% Series A, 100,000 and 0 shares issued and outstanding as of September 30, 2010 and December 31, 2009, respectively, mandatorily convertible on May 19, 2015		
6.452% Series B, 32,550 and 0 shares issued and outstanding as of September 30, 2010 and December 31, 2009, respectively, mandatorily convertible on November 3, 2018		
Common stock, \$0.0001 par value, 125,000,000 shares authorized, 41,295,158 and 41,177,658 shares issued as of September 30, 2010 and December 31, 2009, respectively, 40,295,158 and 41,177,658 outstanding as of September 30, 2010 and December 31, 2009, respectively	4,000	4,000
Additional paid-in capital	285,458,000	155,878,000
Retained earnings	17,469,000	18,829,000
Accumulated other comprehensive income	7,701,000	2,603,000
Shares held in treasury at cost, \$0.0001 par value, 1,000,000 and 0 held at September 30, 2010 and December 31, 2009, respectively	(10,180,000)	

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Total Kennedy-Wilson Holdings, Inc. shareholders equity	300,452,000	177,314,000
Noncontrolling interests	9,252,000	2,022,000
Total equity	309,704,000	179,336,000
Total liabilities and equity	\$ 513,334,000	\$ 336,257,000

See accompanying notes to condensed consolidated financial statements.

Table of Contents**Kennedy-Wilson Holdings, Inc. and Subsidiaries****Condensed Consolidated Statements of Operations and Comprehensive (Loss) Income**

(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2010	2009	2010	2009
Revenue				
Management, leasing fees and commissions	\$ 10,136,000	\$ 6,763,000	\$ 24,774,000	\$ 18,491,000
Sale of real estate		33,561,000	3,937,000	39,833,000
Rental and other income	1,637,000	697,000	2,934,000	1,997,000
Total revenue	11,773,000	41,021,000	31,645,000	60,321,000
Operating Expenses				
Commission, marketing, compensation and related expenses	12,677,000	6,738,000	31,432,000	18,165,000
Cost of real estate sold		22,221,000	2,714,000	27,973,000
Merger-related expenses		700,000		700,000
General, administrative, depreciation and amortization	4,073,000	1,799,000	9,460,000	4,483,000
Rental and other expenses	897,000	1,229,000	1,421,000	1,968,000
Total operating expenses	17,647,000	32,687,000	45,027,000	53,289,000
Equity in joint venture income	5,191,000	893,000	5,162,000	432,000
Income from loan pool participation	3,199,000		6,335,000	
Interest on notes receivable	1,010,000		1,615,000	
Total operating income (loss)	3,526,000	9,227,000	(270,000)	7,464,000
Non-operating income (expense)				
Interest income	144,000	138,000	645,000	320,000
Remeasurement gain			2,108,000	
Gain on early extinguishment of debt			16,670,000	
Loss on early extinguishment of debt	(4,788,000)		(4,788,000)	
Interest expense	(2,198,000)	(5,749,000)	(6,492,000)	(10,810,000)
Other than temporary impairment on joint venture investment				(323,000)
(Loss) income before benefit from (provision for) income taxes	(3,316,000)	3,616,000	7,873,000	(3,349,000)
Provision for (benefit from) income taxes	(383,000)	(251,000)	(4,335,000)	1,964,000
Net (loss) income	(3,699,000)	3,365,000	3,538,000	(1,385,000)
Net income attributable to the noncontrolling interests	(1,215,000)	(3,325,000)	(2,374,000)	(3,058,000)
Net (loss) income attributable to Kennedy-Wilson Holdings, Inc.	(4,914,000)	40,000	1,164,000	(4,443,000)
Preferred stock dividends and accretion of issuance costs	(1,804,000)		(2,524,000)	
Net (loss) income attributable to Kennedy-Wilson Holdings, Inc. common shareholders	(6,718,000)	40,000	(1,360,000)	(4,443,000)
Other comprehensive income, net of tax	2,912,000	4,182,000	5,098,000	4,299,000
Total comprehensive (loss) income	\$ (3,806,000)	\$ 4,222,000	\$ 3,738,000	\$ (144,000)

Basic and diluted (loss) income per share:

Net (loss) income attributable to Kennedy-Wilson Holdings, Inc.
common shareholders

\$	(0.15)	\$		\$	(0.02)	\$	(0.18)
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