

KITE REALTY GROUP TRUST  
Form FWP  
March 08, 2012

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**Issuer Free Writing Prospectus**  
**Filed Pursuant to Rule 433**  
**Registration No. 333-178792**  
**March 7, 2012**

**Kite Realty Group Trust**  
**8.250% Series A Cumulative Redeemable Perpetual Preferred**  
**Shares of Beneficial Interest**  
**(Liquidation Preference \$25 Per Share)**  
**Pricing Term Sheet**  
**March 7, 2012**

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| <b>Issuer:</b>                             | Kite Realty Group Trust   |
| <b>Security:</b>                           | 8.250% Series A Cumulative Redeemable Perpetual Preferred Shares of Beneficial Interest   |
| <b>Size:</b>                               | 1,200,000 shares (1,380,000 shares if the option to purchase additional shares is fully exercised)  |
| <b>Trade Date:</b>                         | March 7, 2012   |
| <b>Expected Settlement Date</b>            | March 12, 2012 (T+3)  |
| <b>Dividend Payment Dates:</b>             | March 1, June 1, September 1, December 1, beginning June 1, 2012  |
| <b>Maturity Date:</b>                      | Perpetual   |
| <b>Liquidation Preference:</b>             | \$25.00 per share, plus accrued and unpaid dividends  |
| <b>Dividend:</b>                           | 8.250% per annum (or \$2.0625 per share); the first dividend will be for a full quarter, and will be payable on June 1, 2012  |
| <b>Step-Up Dividend:</b>                   | 12.250% per annum (or \$3.0625 per share) following a change of control if either the Series A Preferred Shares (or any preferred shares of the surviving entity that are issued in exchange for the Series A Preferred Shares) or the common shares of the surviving entity, as applicable, are not listed on the NYSE or quoted on NASDAQ (or listed or quoted on a successor exchange or quotation system) |
| <b>Public Offering Price:</b>              | \$25.1203 per share, including accrued dividends; \$30,144,360 total (not including the option to purchase additional shares)   |
| <b>Underwriting Discount:</b>              | \$0.7875 per share; \$945,000 total (not including the option to purchase additional shares)  |
| <b>Yield (Including Accrued Dividends)</b> | 8.2105%   |
| <b>Yield (Excluding Accrued Dividends)</b> | 8.2500%   |
| <b>Optional Redemption:</b>                | On and after December 7, 2015, redeemable in whole or in part at a redemption price equal to \$25 per share plus any accrued and unpaid dividends   |

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| <b>Special Optional Redemption:</b> | If at any time following a change of control either the Series A Preferred Shares (or any preferred shares of the surviving entity that are issued in exchange for the Series A Preferred Shares) or the common shares of the surviving entity, as applicable, are not listed on the NYSE or quoted on NASDAQ (or listed or quoted on a successor exchange or quotation system), the Series A Preferred Shares are redeemable in whole but not in part, within 90 days after the first date on which both the change of control has occurred and either the Series A Preferred Shares (or any preferred shares of the surviving entity that are issued in exchange for the Series A Preferred Shares) or the common shares of the surviving entity, as applicable, are not so listed or quoted, for cash at \$25 per share, plus accrued and unpaid dividends (whether or not declared) to, but not including, the redemption date. |
| <b>Listing:</b>                     | The Issuer intends to file a supplemental listing application with the NYSE.  |
| <b>CUSIP/ISIN:</b>                  | 49803T201/US49803T2015  |
| <b>Sole Book-Running Manager:</b>   | Wells Fargo Securities, LLC   |
| <b>Lead Manager</b>                 | Raymond James & Associates, Inc.  |
| <b>Co-Managers:</b>                 | Barclays Capital Inc.<br>KeyBanc Capital Markets Inc.   |
| <b>Junior Co-Managers:</b>          | Janney Montgomery Scott LLC<br>City Securities Corporation  |

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Wells Fargo Securities, LLC toll-free at 1-800-326-5897 or emailing: [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com).**

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