

Kennedy-Wilson Holdings, Inc.
Form 8-K
June 14, 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):
June 14, 2018

KENNEDY-WILSON HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-33824	26-0508760
(State or other jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

151 S. El Camino Drive Beverly Hills, California 90212
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (310) 887-6400

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 Instructions A.2.):

- ☐ 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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Company's 2018 annual stockholder meeting was held on June 14, 2018. As of the record date for the meeting, the Company had 145,361,992 shares of common stock outstanding, each of which is entitled to one vote. All of the nominees for director listed in proposal 1 of the proxy statement were elected as follows:

Name	For	Against	Abstain	Broker Non-Votes
William McMorrow	120,384,928	2,645,759	197,342	6,297,312
Kent Mouton	119,883,509	3,147,258	197,262	6,297,312
Norman Creighton	113,920,377	9,111,421	196,231	6,297,312

Proposal 2 of the proxy statement, the vote to approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers (commonly referred to as a "say-on-pay" vote), was approved by the following votes:

For	Against	Abstain	Broker Non-Votes
98,097,986	24,902,566	227,477	6,297,312

Proposal 3 of the proxy statement, the ratification of the selection of KPMG LLP as the Company's independent registered public accountants for its fiscal year ending December 31, 2018, was approved by the following votes:

For	Against	Abstain
128,927,782	399,160	198,399

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.

KENNEDY-WILSON
HOLDINGS, INC.

By: /s/ JUSTIN ENBODY
Justin Enbody
Chief Financial Officer

Date: June 14, 2018