

KILROY REALTY CORP  
Form 8-K  
January 08, 2013

**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): January 7, 2013**

**KILROY REALTY CORPORATION**

**KILROY REALTY, L.P.**

**(Exact name of registrant as specified in its charter)**

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|   |   |  |
|---|---|--|
| <b>Maryland (Kilroy Realty Corporation)</b><br><b>Delaware (Kilroy Realty, L.P.)</b><br>(State or other jurisdiction of<br>incorporation) | <b>001-12675 (Kilroy Realty Corporation)</b><br><b>000-54005 (Kilroy Realty, L.P.)</b><br>(Commission<br>File Number) | <b>95-4598246 (Kilroy Realty Corporation)</b><br><b>95-4612685 (Kilroy Realty, L.P.)</b><br>(IRS Employer<br>Identification No.) |
| <b>12200 W. Olympic Boulevard, Suite 200,</b><br><br><b>Los Angeles, California</b><br>(Address of principal executive offices)           | <b>Registrant's telephone number, including area code: (310) 481-8400</b>   | <b>90064</b><br><br>(Zip Code)   |

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))

**ITEM 1.01 ENTRY INTO A MATERIAL AGREEMENT**

On January 7, 2013, Kilroy Realty, L.P. (the Operating Partnership ) and Kilroy Realty Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC ( J.P. Morgan ), Barclays Capital Inc. ( Barclays ), Merrill Lynch, Pierce, Fenner & Smith Incorporated ( BofA Merrill Lynch ) and Wells Fargo Securities, LLC ( Wells Fargo Securities ).

Under the Underwriting Agreement, J.P. Morgan, Barclays, BofA Merrill Lynch and Wells Fargo Securities agreed to serve as representatives of the several underwriters listed on Schedule A attached to the Underwriting Agreement in connection with the public offering by the Operating Partnership of \$300.0 million aggregate principal amount of the Operating Partnership's 3.800% Senior Notes due 2023. The notes will be guaranteed by the Company.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by the full text of the Underwriting Agreement, which is being filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 7.01 REGULATION FD DISCLOSURE**

On January 7, 2013, the Company issued a press release. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing. The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated January 7, 2013, by and among Kilroy Realty, L.P., Kilroy Realty Corporation and J.P. Morgan Securities LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named on Schedule A thereto.
- 99.1 Press release, dated January 7, 2013, issued by Kilroy Realty Corporation.

**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.

KILROY REALTY CORPORATION

By: /s/ Heidi R. Roth  
Heidi R. Roth  
*Senior Vice President, Chief Accounting Officer and  
Controller*

Date: January 7, 2013

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.

KILROY REALTY, L.P.

By: KILROY REALTY CORPORATION,  
Its general partner

By: /s/ Heidi R. Roth  
Heidi R. Roth  
*Senior Vice President, Chief Accounting Officer and  
Controller*

Date: January 7, 2013

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 1.1                       | Underwriting Agreement, dated January 7, 2013, by and among Kilroy Realty, L.P., Kilroy Realty Corporation and J.P. Morgan Securities LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named on Schedule A thereto. |
| 99.1                      | Press release, dated January 7, 2013, issued by Kilroy Realty Corporation.  |