

KILROY REALTY CORP
Form 8-K
December 09, 2004

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):

December 8, 2004

KILROY REALTY CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

Commission File Number:
1-12675

95-4598246
(IRS Employer
Identification No.)

12200 W. Olympic Boulevard, Suite 200, Los Angeles, California 90064

(Address of principal executive offices)

(310) 481-8400

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(Registrant's telephone number, including area code)

(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:

- .. 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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ITEM 8.01 OTHER EVENTS

On December 8, 2004, Kilroy Realty Corporation (the Company) issued 3,450,000 shares of its 7.50% Series F Cumulative Redeemable Preferred Stock (the Series F Preferred Stock). The Company contributed the net offering proceeds of \$83.5 million (before the payment of offering expenses) to Kilroy Realty, L.P, its principal operating subsidiary (the Operating Partnership). The Operating Partnership used a portion of the contributed net offering proceeds to redeem its 9.25% Series D Cumulative Redeemable Preferred Limited Partnership Units, at an aggregate redemption price of \$45.0 million plus accrued and unpaid dividends. The remaining proceeds from the offering of the Series F Preferred Stock will be used for general corporate purposes, and may be used to temporarily reduce borrowings under the Operating Partnership's credit facility. A description of the Series F Preferred Stock is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

Exhibit

Number

Description

| | |
|--------|--|
| 1.1 | Underwriting Agreement, dated as of November 4, 2004, by and among Kilroy Realty Corporation and Kilroy Realty, L.P. and Wachovia Capital Markets, LLC, A.G. Edwards & Sons, Inc., KeyBanc Capital Markets, a division of McDonald Investments Inc., and RBC Dain Rauscher Inc., as representatives of the several underwriters named in Schedule 1 thereto. |
| 3.1(i) | Articles Supplementary of the Company designating 7.50% Series F Cumulative Redeemable Preferred Stock (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form 8-A (No. 001-12675)). |
| 4.1 | Form of Certificate for the 7.50% Series F Cumulative Redeemable Preferred Stock of Kilroy Realty Corporation. |
| 10.1 | First Amendment to Fifth Amended and Restated Agreement of Limited Partnership of Kilroy Realty, L.P., dated as of December 7, 2004. |
| 99.1 | Description of 7.50% Series F Cumulative Redeemable Preferred Stock. |

SIGNATURES

Date: December 9, 2004

KILROY REALTY CORPORATION

By: */s/ ANN MARIE WHITNEY*
Ann Marie Whitney
Senior Vice-President and Controller

EXHIBIT INDEX

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