Hendrickson Cathy Form 4 November 28, 2017

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

Other (specify

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hendrickson Cathy Issuer Symbol Kennedy-Wilson Holdings, Inc. (Check all applicable) [KW] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner

(Month/Day/Year) C/O 151 S. EL CAMINO DR. 11/28/2017

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

Officer (give title

BEVERLY HILLS, CA 90212

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities A	cquired, Dispose	ed of, or Benefi	cially Owned
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially	Ownership Form: Direct	Indirect Beneficial	
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or		5)	Owned Following Reported Transaction(s)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	11/28/2017		A	8,000	A	\$ 0 (1)	65,718	D	
Common Stock							12,476	I	By Hendrickson Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: Hendrickson Cathy - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired			•			Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
					., and 3)						
									Amount		
						Data	Evaluation		or		
						Date Expira Exercisable Date	Expiration	Title	Number		
							Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Hendrickson Cathy
C/O 151 S. EL CAMINO DR. X
BEVERLY HILLS, CA 90212

## **Signatures**

/s/ Cathy

Hendrickson 11/28/2017

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On November 28, 2017, 8,000 shares of restricted stock were granted to the reporting person pursuant to the registrant's Second Amended and Restated 2009 Equity Participation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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