

WINDISCH MATTHEW

Form 4

January 24, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WINDISCH MATTHEW

2. Issuer Name **and** Ticker or Trading
Symbol
Kennedy-Wilson Holdings, Inc.
[KW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O 151 S. EL CAMINO DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

BEVERLY HILLS, CA 90212

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/22/2019		A	(A) or (D) Amount (1) 7,563	\$ 0 572,811	D	
Common Stock	01/24/2019		A	(2) (3) 84,045	\$ 0 656,856	D	

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WINDISCH MATTHEW C/O 151 S. EL CAMINO DRIVE BEVERLY HILLS, CA 90212	Executive Vice President

Signatures

/s/ Matthew
Windisch 01/24/2019

__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 21, 2017, the reporting person was granted performance-based restricted shares pursuant to the registrant's Second Amended and Restated 2009 Equity Participation Plan (the "equity plan") that vest equally over three years if the registrant satisfies certain return on equity conditions. The return on equity performance criteria for 2018 were met, resulting in the vesting of 15,000 shares, of which 7,437 shares were withheld by the registrant to satisfy tax withholding obligations.

(2) On January 24, 2019, 84,045 shares of time-based restricted stock unit awards were granted to the reporting person pursuant to the registrant's equity plan. These time-based restricted stock units will vest in three equal annual installments beginning on the first anniversary of the grant date. On January 24, 2019, 35,901 shares of time-based restricted stock unit awards ("contingent time-based restricted stock units") were also granted to the reporting person pursuant to the registrant's equity plan. The contingent time-based restricted stock units are subject to the registrant's stockholders approving an amendment to the registrant's equity plan that increases the shares available for issuance thereunder within twelve months of the grant date. The number of contingent time-based restricted stock units will be reported on table I upon the approval of the amendment to the registrant's equity plan by its stockholders.

(3) On January 24, 2019, the reporting person was also granted performance-based restricted stock unit ("performance-based restricted stock units") pursuant to the registrant's Second Amended and Restated 2009 Equity Participation plan that will vest if the registrant satisfies certain return on equity and total shareholder return conditions. The maximum amount of performance-based restricted stock units that may vest to the reporting person is 144,432, but some or all of such units may not vest if the above-described performance conditions are not satisfied by the registrant. The number of performance-based restricted stock units that vest will be reported by the reporting person

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after the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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