

KILROY REALTY CORP  
Form 8-K  
January 14, 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 14, 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>                               | <b>001-12675 (Kilroy Realty Corporation)</b> | <b>95-4598246 (Kilroy Realty Corporation)</b> |
| <b>Delaware (Kilroy Realty, L.P.)</b>                                     | <b>000-54005 (Kilroy Realty, L.P.)</b>       | <b>95-4612685 (Kilroy Realty, L.P.)</b>       |
| <b>(State or other jurisdiction of incorporation)</b>                     | <b>(Commission File Number)</b>              | <b>(IRS Employer Identification No.)</b>      |
| <b>12200 W. Olympic Boulevard, Suite 200, Los Angeles, California</b>     |                                              | <b>90064</b>                                  |
| <b>(Address of principal executive offices)</b>                           |                                              | <b>(Zip Code)</b>                             |
| <b>Registrant's telephone number, including area code: (310) 481-8400</b> |                                              |                                               |
| <b>N/A</b>                                                                |                                              |                                               |
| <b>(Former name or former address, if changed since last report.)</b>     |                                              |                                               |

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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**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On January 14, 2013, Kilroy Realty, L.P. (the "Operating Partnership") issued and sold \$300,000,000 in aggregate principal amount of its 3.800% Senior Notes due 2023 (the "Notes"). The terms of the Notes are governed by an indenture, dated as of March 1, 2011 (the "Base Indenture"), by and among the Operating Partnership, as issuer, Kilroy Realty Corporation, as guarantor (the "Company"), and U.S. Bank National Association, as trustee, as amended and supplemented by a supplemental indenture, dated as of July 5, 2011 (the "Supplemental Indenture"), by and among the Operating Partnership, as issuer, the Company, as guarantor, and U.S. Bank National Association, as trustee.

The foregoing descriptions of the Notes, Base Indenture and Supplemental Indenture do not purport to be complete and are qualified in their entirety by the full text of the Base Indenture, Supplemental Indenture and the Officers' Certificate establishing the terms of the Notes, which are being filed as Exhibit 4.1, Exhibit 4.2 and Exhibit 4.3, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

- 4.1 Indenture, dated March 1, 2011, among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee.<sup>(1)</sup>
- 4.2 Supplemental Indenture, dated July 5, 2011, among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee.<sup>(2)</sup>
- 4.3\* Officers' Certificate pursuant to Sections 101, 201, 301 and 303 of the Indenture dated March 1, 2011, among Kilroy Realty, L.P., as issuer, Kilroy Realty Corporation, as guarantor, and U.S. Bank National Association, as trustee, establishing a series of securities entitled "3.800% Notes due 2023," including the form of 3.800% Notes due 2023 and the form of related guarantee.
- 5.1\* Opinion of Ballard Spahr LLP.
- 5.2\* Opinion of Latham & Watkins LLP.
- 23.1\* Consent of Ballard Spahr LLP (contained in the opinion filed as Exhibit 5.1 hereto).
- 23.2\* Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto).

\* Filed herewith

- (1) Previously filed by Kilroy Realty Corporation and Kilroy Realty, L.P. as an exhibit to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on March 1, 2011.
- (2) Previously filed by Kilroy Realty Corporation and Kilroy Realty, L.P. as an exhibit to the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 5, 2011.

**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 14, 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 14, 2013

**EXHIBIT INDEX**

**Exhibit**

| <b>Number</b> | <b>Description of Exhibit</b>                                                                                                                                                                                                                                                                                                                                                           |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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| 5.1*          | Opinion of Ballard Spahr LLP.                                                                                                                                                                                                                                                                                                                                                           |
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