

KILROY REALTY CORP  
Form 8-K  
July 31, 2014

**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): July 30, 2014**

**KILROY REALTY CORPORATION**

**KILROY REALTY, L.P.**

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

**Maryland (Kilroy Realty  
Corporation)**

**001-12675 (Kilroy Realty  
Corporation)**

**95-4598246 (Kilroy Realty  
Corporation)**

**Delaware (Kilroy Realty, L.P.)**

**000-54005 (Kilroy Realty, L.P.)**

**95-4612685 (Kilroy Realty, L.P.)**

<b>(State or other jurisdiction of incorporation)</b>	<b>(Commission File Number)</b>	<b>(IRS Employer Identification No.)</b>
---	-------------------------------------	--

**12200 W. Olympic Boulevard, Suite 200,**

**Los Angeles, California  
(Address of principal executive offices)**

**90064  
(Zip Code)**

**Registrant's telephone number, including area code: (310) 481-8400**

**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 July 30, 2014, Kilroy Realty, L.P. (the Operating Partnership ) and Kilroy Realty Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Wells Fargo Securities, LLC ( Wells Fargo Securities ), Barclays Capital Inc. ( Barclays ), Merrill Lynch, Pierce, Fenner & Smith Incorporated ( BofA Merrill Lynch ) and J.P. Morgan Securities LLC ( J.P. Morgan ).

Under the Underwriting Agreement, Wells Fargo Securities, Barclays, BofA Merrill Lynch and J.P. Morgan 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 \$400,000,000 aggregate principal amount of the Operating Partnership 's 4.25% Senior Notes due 2029. 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 July 30, 2014, 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 July 30, 2014, by and among Kilroy Realty, L.P., Kilroy Realty Corporation and Wells Fargo Securities, LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named on Schedule A thereto.
- 99.1 Press release, dated July 30, 2014, 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: July 31, 2014

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: July 31, 2014

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated July 30, 2014, by and among Kilroy Realty, L.P., Kilroy Realty Corporation and Wells Fargo Securities, LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named on Schedule A thereto.
99.1	Press release, dated July 30, 2014, issued by Kilroy Realty Corporation.