

KILROY REALTY CORP  
Form 8-K  
December 09, 2004

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**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)

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(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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