

KILROY REALTY CORP
Form DEF 14A
April 12, 2017
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material under §240.14a-12

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

KILROY REALTY CORPORATION

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, If Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

Table of Contents

KILROY REALTY CORPORATION

12200 W. Olympic Boulevard, Suite 200

Los Angeles, California 90064

April 12, 2017

To Our Fellow Stockholders:

On behalf of the entire Board of Directors of Kilroy Realty Corporation (NYSE: KRC), we are pleased to present you with KRC's 2017 Proxy Statement and invite you to attend KRC's 2017 annual meeting of stockholders.

KRC had another exceptional year in 2016, delivering superior performance across all areas of our business. Within our stabilized portfolio, we achieved significant leasing success. We sustained an average occupancy level of above 95% throughout the year and achieved 96% occupancy at year-end. We also produced robust growth in same-store net operating income. In development, we delivered more than one million square feet of new space. Opportunistic acquisitions added three properties to our portfolio with substantial value creation potential.

We reported strong financial results, increasing both earnings and cash flow over the prior year. Midyear, we increased our annual dividend by 7.1%, to \$1.50 per share. In December, we declared a special cash dividend of \$1.90 per share. For the year, our common stock delivered a 21.5% total return to stockholders, solidly outperforming the 8.6% total return of the MSCI US REIT Index and the 11.6% total return of the SNL US Office REIT Index.

We also took steps to deepen and diversify our balance sheet, continuing to position the company for long-term value creation. We raised more than \$1.2 billion in new capital through debt and equity offerings, asset dispositions and a strategic venture with the world's largest sovereign wealth fund.

Importantly, we continued to adapt our operating and development platforms to the opportunities presented by an increasingly innovation-driven business world. We see a growing range of industries, from life sciences to transportation to consumer services, seeking to expand their existing presence in our West Coast centers of high-tech innovation.

We remain a committed leader in the effort to build and operate environmentally sound properties. Once again, our efforts resulted in wide recognition amongst our peers, including receiving the top North American leadership award in sustainability from GRESB for the third year in a row, an ENERGY STAR Partner of the Year Sustained Excellence Award from the U.S. Environmental Protection Agency for the second year in a row, and the NAREIT Leader in the Light Award (co-winner) for the office sector for the third year in a row.

Our Board is actively involved in reviewing and overseeing our strategy and its execution. We are continually focused on ensuring that the Board has the right set of skills and backgrounds to drive the development and implementation of our strategy. After refreshing our Board with three new members in 2014 and 2015, a succession planning committee was formed in 2016 to formalize the on-going process to prepare the Company for the future across all levels of management.

Since our 2016 annual meeting of stockholders, our senior management team, and in some cases our Lead Independent Director, either met or had calls and engaged with stockholders owning collectively more than 60% of our outstanding stock. These meetings provided an important platform for us to engage directly with our stockholders

and receive feedback on a wide range of topics, including market conditions, corporate strategy and corporate governance practices. We appreciate this dialogue and the feedback we received and are committed to maintaining open lines of communication with investors.

The accompanying proxy materials contain detailed information about the matters on which you are being asked to vote at the 2017 annual meeting. We urge you to read the materials carefully and vote in accordance with the Board's recommendations. Your vote is very important to us.

Sincerely,

John Kilroy
Chairman, President and Chief Executive Officer

Edward Brennan, PhD
Lead Independent Director

Table of Contents

Table of Contents

<u>NOTICE OF ANNUAL MEETING OF STOCKHOLDERS</u>	
<u>PROXY SUMMARY</u>	
<u>VOTING INFORMATION</u>	
<u>GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING PROCEDURES</u>	1
<u>PROPOSALS</u>	5
<u>Proposal 1 Election of Directors</u>	5
<u>Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan</u>	6
<u>Proposal 3 Advisory Approval of Our Executive Compensation</u>	19
<u>Proposal 4 Advisory Vote on the Frequency of the Advisory Vote on Our Executive Compensation</u>	21
<u>Proposal 5 Ratification of Appointment of Independent Auditor</u>	22
<u>OUR BOARD OF DIRECTORS</u>	23
<u>Director Nominees</u>	23
<u>CORPORATE GOVERNANCE</u>	27
<u>Board Composition and Governance</u>	27
<u>Board Committees</u>	30
<u>Director Selection, Evaluation and Communications</u>	32
<u>AUDIT AND NON-AUDIT FEES</u>	35
<u>Principal Accountant Fees and Services</u>	35
<u>AUDIT COMMITTEE REPORT</u>	36
<u>OUR EXECUTIVE OFFICERS</u>	37
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	38
<u>Introduction</u>	38

<u>Stockholder Engagement and Response to our 2016 Say-on-Pay-Vote</u>	38
<u>2016 Company Performance</u>	39
<u>Design Features of the 2016 Executive Compensation Program</u>	41
<u>Compensation Philosophy and Objectives</u>	43
<u>What We Pay and Why: Executive Compensation Elements</u>	43
<u>2016 Named Executive Officer Compensation</u>	44
<u>How We Make Compensation Decisions</u>	54
<u>Compensation Governance Practices</u>	57

Table of Contents

Table of Contents

<u>COMPENSATION COMMITTEE MATTERS</u>	60
<u>Compensation Committee Report</u>	60
<u>Compensation Committee Interlocks and Insider Participation</u>	60
<u>NAMED EXECUTIVE OFFICER COMPENSATION TABLES</u>	61
<u>Summary Compensation Table 2014, 2015 and 2016</u>	61
<u>Grants of Plan-Based Awards 2016</u>	65
<u>Description of Plan-Based Awards</u>	66
<u>Outstanding Equity Awards at Fiscal Year End 2016</u>	68
<u>Option Exercises and Stock Vested 2016</u>	70
<u>Nonqualified Deferred Compensation 2016</u>	71
<u>Potential Payments Upon Termination or Change in Control</u>	74
<u>Estimated Severance and Change in Control Benefits</u>	78
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	81
<u>DIRECTOR COMPENSATION</u>	82
<u>Director Compensation Table 2016</u>	83
<u>BENEFICIAL OWNERSHIP OF CERTAIN STOCKHOLDERS</u>	84
<u>OTHER MATTERS</u>	86
<u>Certain Relationships and Related Transactions</u>	86
<u>Section 16(A) Beneficial Ownership Reporting Compliance</u>	87
<u>Proposals and Nominations for 2018 Annual Meeting of Stockholders</u>	87
<u>GENERAL INFORMATION</u>	89
<u>Proxy Solicitation Expenses</u>	89
<u>Available Information</u>	89

<u>Other Matters</u>	89
<u>APPENDIX A RECONCILIATION OF NON-GAAP FINANCIAL MEASURES</u>	A-1
<u>Funds From Operations (FFO) and FFO Per Share</u>	A-1
<u>Net Operating Income and Same-Store Net Operating Income (Same-Store NOI)</u>	A-2
<u>Change in GAAP/Cash Rents (Leases Executed)</u>	A-4
<u>Funds Available for Distribution (FAD), FAD Per Share, and FAD Payout Ratio</u>	A-4
<u>APPENDIX B AMENDED AND RESTATED 2006 INCENTIVE AWARD PLAN</u>	B-1

Table of Contents**Table of Contents**

This Proxy Statement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on our current expectations, beliefs and assumptions, and are not guarantees of future performance. Forward-looking statements are generally identified through the inclusion of words such as believe, expect, goals and target or similar statements or variations of such terms and other similar expressions. Numerous factors could cause actual future performance, results and events to differ materially from those indicated in forward-looking statements, including, among others, risks associated with: global market and general economic conditions and their effect on our liquidity and financial conditions and those of our tenants; adverse economic or real estate conditions generally, and specifically, in the States of California and Washington; investment in our real estate assets, which are illiquid; trends in the real estate industry; defaults on or non-renewal of leases by tenants; any significant downturn in tenants' businesses; our ability to release property at or above current market rates; costs to comply with government regulations, including environmental remediations; the availability of cash for distribution and debt service and exposure to risk of default under debt obligations; increases in interest rates and our ability to manage interest rate exposure; the availability of financing on attractive terms or at all, which may adversely impact our future interest expense and our ability to pursue development, redevelopment and acquisition opportunities and refinance existing debt; a decline in real estate asset valuations, which may limit our ability to dispose of assets at attractive prices or obtain or maintain debt financing; significant competition, which may decrease the occupancy and rental rates of properties; potential losses that may not be covered by insurance; the ability to successfully complete acquisitions and dispositions on announced terms; the ability to successfully operate acquired, developed and redeveloped properties; the ability to successfully complete development and redevelopment projects on schedule and within budgeted amounts; delays or refusals in obtaining all necessary zoning, land use and other required entitlements, governmental permits and authorizations for our development and redevelopment properties; increases in anticipated capital expenditures, tenant improvement and/or leasing costs; defaults on leases for land on which some of our properties are located; adverse changes to, or implementations of, applicable laws, regulations or legislation; risks associated with joint venture investments, including our lack of sole decision-making authority, our reliance on co-venturers' financial condition and disputes between us and our co-venturers; environmental uncertainties and risks related to natural disasters; our ability to maintain our status as a REIT; and the other factors discussed in the risk factors section of Kilroy Realty Corporation's most recent annual report on Form 10-K and subsequent reports on Forms 10-Q and 8-K. Investors are cautioned not to place undue reliance on any such forward-looking statements, which speak only as of the date they are made. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

KILROY REALTY CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

- Date and Time:*** Tuesday, May 23, 2017 at 9:00 a.m. local (Pacific) time
- Place:*** Our principal executive offices at 12200 West Olympic Boulevard, Suite 200, Los Angeles, California 90064.
- Items of Business:***
- 1.** Elect as directors the six nominees named in the attached Proxy Statement.
 - 2.** Approve the amendment and restatement of our 2006 Incentive Award Plan.
 - 3.** Approve, on an advisory basis, the compensation of our named executive officers.
 - 4.** Vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers.
 - 5.** Ratify the appointment of Deloitte & Touche LLP as our independent auditor for the year ending December 31, 2017.
- Record Date:*** The Board of Directors (the Board) has fixed the close of business on March 16, 2017 as the record date for determining the stockholders entitled to receive notice of and to vote at the 2017 annual meeting of stockholders (the Annual Meeting), or any adjournment(s) or postponement(s) thereof.
- Proxy Voting:*** **Your vote is very important to us.** Whether or not you plan to attend the Annual Meeting, we urge you to submit your proxy or voting instructions as soon as possible to ensure your shares are represented at the Annual Meeting. If you attend the Annual Meeting and vote in person, your proxy or voting instructions will not be used.
- By Order of the Board of Directors,

Tyler Rose

Executive Vice President,

Chief Financial Officer and Secretary

April 12, 2017

Los Angeles, California

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

The Notice of Annual Meeting, Proxy Statement and our 2016 Annual Report on Form 10-K are available at www.proxyvote.com.

You are encouraged to access and review all of the important information contained in our proxy materials before voting.

Table of Contents

Proxy Summary

This section highlights information about Kilroy Realty Corporation, a Maryland corporation (we, our, us or the Company), that is contained elsewhere in this Proxy Statement. This section does not contain all of the information that you should consider and you should read the entire Proxy Statement before voting.

BUSINESS HIGHLIGHTS

In 2016, we delivered strong performance across all areas of our business, resulting in strong year-over-year operating and financial results in 2016 and generating a 21.5% total return for our stockholders (TSR⁽¹⁾), which solidly outperformed the 8.6% total return of the MSCI US REIT Index and the 11.6% total return of the SNL US Office REIT Index in 2016.

More information on the Company's 2016 performance is detailed on pages 39 through 41.

Our TSR for the three-year period ended December 31, 2016 outperformed the median TSR for our peer group,⁽²⁾ as well as the TSRs for both the SNL US REIT Office Index and the MSCI US REIT Index for that period of time.

TSR for the Three-Year Period

Ended December 31, 2016

Kilroy Realty Corporation	59.9%
Peer Group ⁽²⁾	49.3%

SNL US REIT Office Index	41.9%
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MSCI US REIT Index	45.2%
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COMPENSATION HIGHLIGHTS

Our Executive Compensation Committee (the Compensation Committee) approved the 2016 compensation arrangements for our named executive officers identified on page 38 (our NEOs). Below are highlights of our 2016 compensation arrangements for our NEOs from the Compensation Discussion and Analysis (the CD&A) section of this Proxy Statement:

No Base Salary or Bonus Increases

Enhanced Operating and Financial Goals

None of our NEOs received a base salary increase or increase in target or actual annual cash incentive for 2016. Our Chief Executive Officer's (CEO) 2016 target annual cash incentive (\$2.7 million) was again set below the \$3 million level provided for in his employment agreement. This reduction again lowers the total potential annual cash incentive opportunity for the CEO and places a greater emphasis on long-term equity.

Key operating and financial goals used to determine 2016 annual cash incentives for our NEOs, as well as the funds from operations (FFO) goal used in the 2016 annual performance-based long-term incentive equity award grants for our NEOs, were set at levels above the goals used for the prior year.

Continued Emphasis on Long-Term Incentive Awards and Performance-Based Compensation

Equity compensation is the largest component of each NEO's total compensation opportunity. Approximately two-thirds of the 2016 annual long-term incentive awards for our NEOs (and nearly three-quarters for our CEO) are subject to performance-based vesting requirements over a three-year performance period and include a performance measure indexed to our relative TSR.

(1) For purposes of this Proxy Statement, total stockholder returns are calculated assuming dividend reinvestment.

(2) The companies included in the peer group are identified on page 56.

Table of Contents

Proxy Summary

CORPORATE GOVERNANCE HIGHLIGHTS

The Company is committed to good corporate governance, which promotes the long-term interests of stockholders, strengthens accountability of the Board and helps build public trust in the Company. Highlights include the following:

Lead Independent Director with a well-defined role and robust responsibilities

Majority of directors are independent (5 out of 6 current directors)

Commitment to Board refreshment with three new independent directors in the last three years

Balanced perspectives in the boardroom with average independent director tenure of six years

Independent Board

Comprehensive risk oversight practices, including cybersecurity and insurance

Leadership and

Strategic update from the CEO is a standing Board agenda item

Practices

Regular executive sessions of independent directors

Regular Board and committee self-evaluations

Succession Planning Committee formed to formalize regular succession planning efforts

CEO may only serve on the board of directors of one other public company

All key board committees are composed of independent directors

Robust Stockholder

Rights

Stockholder proxy access recently amended to align with emerging best practices and respond to stockholder feedback

Majority voting for directors in uncontested elections

Annual directors elections (declassified Board)

Annual Say-on-Pay voting

Stockholder right to call a special meeting

Stockholder right to amend bylaws by a majority vote

No stockholder rights plan

Minimum stock ownership guidelines for executives

Minimum stock ownership guidelines for non-employee directors

Stock holding requirements

Anti-hedging policy

Best Practices

Anti-pledging policy

Compensation and

Clawback policy

Governance Practices

Related party transactions policy

No single trigger change in control in any employment agreement

No excise tax gross-ups

No repricing of underwater stock options without stockholder approval

Regular engagement with investors, including discussions since our 2016 annual meeting of stockholders with stockholders who together own more than 60% of our common stock

Table of Contents



SUSTAINABILITY HIGHLIGHTS

We remain a committed leader in the effort to building and operating environmentally sound properties. For the third year in a row, our efforts resulted in wide recognition amongst our peers, including receiving the top North American leadership award in sustainability from GRESB – which uses the industry’s most rigorous standards for measuring sustainable performance – ranking us first out of 178 real estate companies and funds across all asset types. Also for a third year in a row, NAREIT recognized us as a co-winner of the Leader in the Light Award in the office sector. Additionally, for the fourth year in a row, the U.S. Environmental Protection Agency ([U.S. EPA](#)) recognized us with its ENERGY STAR Partner of the Year Award, and for the second year in a row, we received the award’s Sustained Excellence designation.

INDUSTRY LEADING COMMITMENT TO SUSTAINABILITY

<p>EARNED THE HIGHLY COMPETITIVE</p> <p>GRESB</p> <p>Green Star</p> <p>Ranked in Top 25% of Companies Worldwide in Sustainability Performance</p> <p>(4 years in a row)</p>	<p>RANKED BY GRESB AS</p> <p>1st</p> <p>In Sustainability Performance</p> <p>Among 178 North American Real Estate Companies</p> <p>(3 years in a row)</p>	<p>CO-WINNER OF NAREIT S</p> <p>2016 Leader in the</p> <p>Light Award</p> <p>In the Office Category</p> <p>(3 years in a row)</p>
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ONE OF ONLY 152 COMPANIES OUT OF APPROXIMATELY 16,000 TO RECEIVE THE U.S. EPA'S

ENERGY STAR Partner of the Year Award

(4 years in a row)

AND

**ONE OF ONLY 90 COMPANIES OUT OF THE 152 ENERGY STAR PARTNER OF THE YEAR AWARD
RECIPIENTS TO RECEIVE THE DESIGNATION OF**

Sustained Excellence

The EPA'S Highest Honor

(2 years in a row)

Table of Contents

Voting Information

VOTING MATTERS AND BOARD RECOMMENDATIONS

Proposal	Board Recommendation	Page
<i>Management Proposals:</i>		
1. Election of Six Director Nominees	FOR	5
2. Approval of Amendment and Restatement of 2006 Incentive Award Plan	FOR	6
3. Advisory Approval of Compensation of NEOs	FOR	19
4. Advisory Vote on the Frequency of the Advisory Vote on the Compensation of NEOs	1 YEAR	21
5. Ratification of Appointment of Deloitte & Touche LLP as Independent Auditor for 2017	FOR	22

HOW TO CAST YOUR VOTE

Internet

Follow the instructions provided in the notice or separate proxy card or voting instruction form you received.

Phone

Follow the instructions provided in the separate proxy card or voting instruction form you received.

Mail

Send your completed and signed proxy card or voting instruction form to the address on your proxy card or voting instruction form.

In Person

Ballots will be provided to anyone who attends and wants to vote at the Annual Meeting.

Table of Contents

General Information About the Annual Meeting and Voting Procedures

Our Board is soliciting your proxy for the Annual Meeting to be held at 9:00 a.m. local (Pacific) time on Tuesday, May 23, 2017 at our principal executive offices located at 12200 West Olympic Boulevard, Suite 200, Los Angeles, California 90064, and any adjournments or postponements of the Annual Meeting. On April 12, 2017, proxy materials for our Annual Meeting, including this Proxy Statement and our 2016 Annual Report on Form 10-K (the 2016 Annual Report), were first sent or made available to our stockholders entitled to vote at the Annual Meeting.

Why did I receive a notice in the mail regarding Internet availability of the proxy materials instead of a paper copy of the proxy materials?

Pursuant to rules of the Securities and Exchange Commission (the SEC), we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the Notice) to our stockholders of record, while brokers, banks and other nominees who hold shares on behalf of beneficial owners will be sending their own similar Notice to the beneficial owners. All stockholders will have the ability to access the proxy materials, including this Proxy Statement and our 2016 Annual Report, on the website referred to in the Notice or to request to receive a printed copy of the proxy materials. Instructions on how to request a printed copy by mail or electronically, including an option to request paper copies on an ongoing basis, may be found in the Notice and on the website referred to in the Notice. We intend to mail this Proxy Statement, together with a proxy card, to those stockholders entitled to vote at the Annual Meeting who have properly requested paper copies of such materials, within three business days of such request.

What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will be asked to consider and vote on the following matters, as well as any other business properly brought before the Annual Meeting:

Proposal No. 1: Elect as directors the six nominees named in this Proxy Statement.

Proposal No. 2: Approve the amendment and restatement of the 2006 Incentive Award Plan, as amended (the 2006 Plan).

Proposal No. 3: Approve, on an advisory basis, the compensation of our NEOs.

Proposal No. 4: Vote, on an advisory basis, on the frequency of the advisory vote on the compensation of our NEOs.

Proposal No. 5: Ratify the appointment of Deloitte & Touche LLP (Deloitte) as our independent auditor for the fiscal year ending December 31, 2017.

What are the Board's recommendations on each of the proposals?

The Board recommends that stockholders vote:

1. **FOR** each of the Board's six nominees for election to the Board: John Kilroy, Edward Brennan, PhD, Jolie Hunt, Scott Ingraham, Gary Stevenson and Peter Stoneberg;
2. **FOR** approval of the amendment and restatement of the 2006 Plan;
3. **FOR** approval, on an advisory basis, of the compensation of our NEOs;
4. **1 YEAR** for the frequency of the advisory vote on the compensation of our NEOs; and
5. **FOR** ratification of the appointment of Deloitte as our independent auditor for the fiscal year ending December 31, 2017.

Who is entitled to vote?

Only the holders of record of the shares of our common stock at the close of business on March 16, 2017 (the Record Date) are entitled to notice of and to vote at the Annual Meeting. Each share of common stock is entitled to one vote on each matter voted upon at the Annual Meeting. As of the Record Date, 98,275,048 shares of common stock were outstanding.

Kilroy Realty Corporation 1

Table of Contents

General Information About the Annual Meeting and Voting Procedures

May I attend the Annual Meeting?

You may attend the Annual Meeting if you were a stockholder of record or a beneficial holder of shares of common stock at the close of business on the Record Date, or you hold a valid legal proxy for the Annual Meeting. If you are a stockholder of record, your name will be verified against the list of stockholders of record prior to your being admitted to the Annual Meeting. You should also be prepared to present a valid government-issued photo identification, such as a driver's license or passport, before being admitted. If you are not a stockholder of record but you are a beneficial holder of shares of common stock because you hold your shares in street name, you should provide proof of beneficial ownership as of the Record Date, such as an account statement reflecting your stock ownership as of the Record Date, a copy of the Notice or voting instruction form provided by your broker, bank or other nominee, or other similar evidence of ownership, as well as your photo identification, for admission. We reserve the right to determine the validity of any purported proof of beneficial ownership. If you do not have proof of ownership, you may not be admitted to the Annual Meeting. Cameras, recording devices and other electronic devices will not be permitted, and attendees may be subject to security inspections and other security precautions. For directions to the Annual Meeting, contact the Company in writing at 12200 W. Olympic Boulevard, Suite 200, Los Angeles, California 90064, Attn: Secretary or by telephone at (310) 481-8400.

How do I vote?

You may vote by submitting a proxy or voting instructions prior to the Annual Meeting or you may vote by attending the Annual Meeting and voting in person.

Submitting a Proxy for Shares Registered Directly in the Name of the Stockholder. If you hold your shares of common stock as a record holder and you are viewing this Proxy Statement on the Internet, you may vote by submitting a proxy over the Internet by following the instructions on the website referred to in the Notice previously mailed to you. If you hold your shares of common stock as a record holder and you are reviewing a printed copy of this Proxy Statement, you may vote your shares by completing, dating and signing the proxy card that was included with this Proxy Statement and promptly returning it in the preaddressed, postage paid envelope provided to you, or by submitting a proxy over the Internet or by telephone by following the instructions on the proxy card. If you vote by Internet or telephone, then you need not return a written proxy card by mail.

Submitting Voting Instructions for Shares Registered in Street Name. If you hold your shares of common stock in street name, which means your shares are held of record by a broker, bank or nominee, you will receive instructions from your broker, bank or other nominee on how to vote your shares. Your broker, bank or other nominee will allow you to deliver your voting instructions over the Internet and may also permit you to vote by telephone. In addition, if you received a printed copy of this Proxy Statement, you may submit your voting instructions by completing, dating

and signing the voting instruction form that was included with this Proxy Statement and promptly returning it in the preaddressed, postage paid envelope provided to you. If you vote by Internet or telephone, then you need not return a written voting instruction form by mail.

Vote in Person at the Annual Meeting. If you plan to attend the Annual Meeting and wish to vote in person, you will be given a ballot at the Annual Meeting. Please note that if your shares are held of record by a broker, bank or other nominee and you decide to attend and vote at the Annual Meeting, your vote in person at the Annual Meeting will not be effective unless you present a legal proxy, issued in your name from your broker, bank or other nominee.

What is the deadline for voting my shares if I do not attend the Annual Meeting?

If you are a stockholder of record, your proxy must be received by telephone or the Internet by 11:59 p.m. Eastern time on May 22, 2017 in order for your shares to be voted at the Annual Meeting. If you are a stockholder of record and you received a printed set of proxy materials, you also have the option of completing, signing, dating and returning the proxy card enclosed with the proxy materials before the Annual Meeting in order for your shares to be voted at the meeting. If you are a beneficial owner of shares of our common stock, please comply with the deadlines included in the voting instructions provided by the bank, broker or other nominee that holds your shares.

Can I revoke or change my vote after I submit my proxy or voting instructions?

A stockholder of record may revoke a previously submitted proxy at any time before it is exercised by (i) delivering a later dated proxy card or by submitting another proxy by telephone or the Internet (your latest telephone or Internet voting

2 Kilroy Realty Corporation

Table of Contents

General Information About the Annual Meeting and Voting Procedures

instructions will be followed); (ii) delivering to the Secretary of the Company a written notice of revocation prior to the voting of the proxy at the Annual Meeting; or (iii) by voting in person at the Annual Meeting. Simply attending the Annual Meeting will not revoke your proxy. If your shares are held in street name, you must contact your broker, bank or other nominee to find out how to change or revoke your voting instructions. Any change to your proxy that is provided by telephone or the Internet must be submitted by 11:59 p.m. Eastern time on May 22, 2017.

How will my shares be voted on the proposals at the Annual Meeting?

The shares of common stock represented by all properly submitted proxies will be voted at the Annual Meeting as instructed or, if no instruction is given, will be voted **FOR** each of the director nominees named in Proposal No. 1, **FOR** Proposal No. 2, **FOR** Proposal No. 3, **1 YEAR** on Proposal No. 4 and **FOR** Proposal No. 5.

If you hold your shares of common stock in street name through a brokerage account and you do not submit voting instructions to your broker, your broker may generally vote your shares in its discretion on routine matters. However, a broker cannot vote shares held in street name on non-routine matters unless the broker receives voting instructions from the street name holder. Proposal No. 5 (the ratification of the appointment of Deloitte as our independent auditor for the fiscal year ending December 31, 2017) is considered routine under applicable rules of the New York Stock Exchange (the NYSE), while each of the other proposals to be submitted for a vote of stockholders at the Annual Meeting is considered non-routine. Accordingly, if you hold your shares of common stock in street name through a brokerage account and you do not submit voting instructions to your broker, your broker may exercise its discretion to vote on Proposal No. 5 at the Annual Meeting, but will not be permitted to vote your shares on any of the other proposals at the Annual Meeting. If your broker exercises this discretion, your shares will be counted as present for determining the presence of a quorum at the Annual Meeting and will be voted on Proposal No. 5 in the manner directed by your broker, but your shares will constitute broker non-votes on each of the other items at the Annual Meeting.

How will voting on any other business be conducted?

As to any other business that may properly come before the Annual Meeting, all properly submitted proxies will be voted by the proxyholders named in the proxy card, at their discretion. We do not presently know of any other business that may come before the Annual Meeting.

What constitutes a quorum?

A majority of the shares of common stock issued and outstanding on the Record Date must be represented at the Annual Meeting in person or by proxy to constitute a quorum for the transaction of business at the Annual Meeting. Shares represented by proxies that reflect abstentions or broker non-votes will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum.

What vote is required to approve each proposal?

Proposal No. 1 Election of Directors. Each director nominee will be elected at the Annual Meeting if he or she receives a majority of the votes cast with respect to his or her election (that is, the number of votes cast FOR the nominee must exceed the number of votes cast AGAINST the nominee). This majority voting standard is discussed further under Proposal 1 Election of Directors Vote Required below.

Proposal No. 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan. The affirmative vote of a majority of votes cast at the Annual Meeting will be required to amend and restate the 2006 Plan.

Proposal No. 3 Advisory Approval of Compensation of our NEOs. The affirmative vote of a majority of votes cast at the Annual Meeting will be required for the advisory approval of the compensation of our NEOs (Say-on-Pay). The Say-on-Pay vote is advisory only, and therefore not binding on the Company, the Compensation Committee or our Board. Although non-binding, our Board values the opinions that our stockholders express with their votes and the votes will provide information to our Compensation Committee regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation in the future.

Table of Contents

General Information About the Annual Meeting and Voting Procedures

Proposal No. 4 Advisory Vote on the Frequency of the Advisory Vote on the Compensation of our NEOs. The affirmative vote of a majority of votes cast at the Annual Meeting will be required for the advisory approval of one of the frequency alternatives for future Say-on-Pay advisory votes (Say-on-Frequency). Stockholders are not voting to approve or disapprove the recommendation of the Board; instead, stockholders are selecting one of the frequency alternatives (every one year, every two years or every three years). The Say-on-Frequency vote is advisory only, and therefore not binding on the Company, the Compensation Committee or our Board. Although non-binding, our Board values the opinions that our stockholders express with their votes and will consider the votes when determining the frequency of future advisory votes on the compensation of our NEOs.

Proposal No. 5 Ratification of the Appointment of Deloitte as our Independent Auditor. The affirmative vote of a majority of votes cast at the Annual Meeting will be required for the approval of the ratification of the appointment of Deloitte as our independent auditor for the fiscal year ending December 31, 2017.

Note on Abstentions and Broker Non-Votes. For purposes of determining the number of votes cast, only shares voted FOR, AGAINST, 1 YEAR, 2 YEARS or 3 YEARS are counted. Abstentions (other than on Proposal Approval of Amendment and Restatement of 2006 Plan) and broker non-votes are not treated as votes cast, although they are counted for purposes of determining whether a quorum is present at the Annual Meeting. Under NYSE listing standards applicable to stockholder approval of equity compensation plans, abstentions are treated as votes cast. Accordingly, for purposes of Proposal No. 2 only, abstentions will have the effect of a vote AGAINST the proposal.

4 Kilroy Realty Corporation

Table of Contents

Proposal 1 Election of Directors

The Board presently consists of six directors, with each director serving a term that continues until the Annual Meeting and until his or her successor is duly elected and qualified. As further described below, our Board has selected all six of our incumbent directors for re-election at the Annual Meeting.

NOMINEES FOR DIRECTOR

Upon the recommendation of the Nominating/Corporate Governance Committee (the Governance Committee), the Board nominated John Kilroy, Edward Brennan, PhD, Jolie Hunt, Scott Ingraham, Gary Stevenson and Peter Stoneberg for election to the Board for a term continuing until the annual meeting of stockholders to be held in 2018 and until their respective successors are duly elected and qualified. All of our director nominees are currently directors of the Company and were previously elected to serve on the Board by our stockholders. In this Proxy Statement, references to John Kilroy or our CEO are to John B. Kilroy, Jr. Information about each of our director nominees, including biographical summaries of their experience and qualifications, can be found in this Proxy Statement under the caption Our Board of Directors.

Except as otherwise instructed, proxies solicited by this Proxy Statement will be voted for the election of all of the nominees to the Board. The nominees have consented to be named in this Proxy Statement and to serve as directors if elected. If any nominee of the Board is unable to serve or for good cause will not serve as a director at the time of the Annual Meeting, the persons who are designated as proxies intend to vote, in their discretion, for such other persons, if any, as may be designated by the Board. As of the date of this Proxy Statement, the Board has no reason to believe that any of the director nominees named above will be unable or unwilling to stand as a nominee or to serve as a director if elected.

VOTE REQUIRED

Each director nominee will be elected at the Annual Meeting if he or she receives a majority of the votes cast with respect to his or her election (that is, the number of votes cast FOR the nominee must exceed the number of votes cast AGAINST the nominee). The majority voting standard does not apply, however, in a contested election where the number of director nominees exceeds the number of directors to be elected at an annual meeting of stockholders. In such circumstances, directors will instead be elected by a plurality of all the votes cast in the election of directors at the annual meeting at which a quorum is present. The election of directors at the Annual Meeting is not contested.

Under Maryland law, if an incumbent director is not re-elected at a meeting of stockholders at which he or she stands for re-election, then the incumbent director continues to serve in office as a holdover director until his or her successor is elected. To address this holdover issue, our Bylaws provide that if an incumbent director is not re-elected due to his or her failure to receive a majority of the votes cast in an uncontested election, the director will promptly tender his or her resignation as a director, subject to acceptance by the Board. The Governance Committee will then make a recommendation to our Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. Our Board will act on the Governance Committee's recommendation and publicly disclose its decision, along with its rationale, within 90 days after the date of the certification of the election results.

RECOMMENDATION

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR EACH OF THE DIRECTOR NOMINEES.

Kilroy Realty Corporation 5

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

General

At the Annual Meeting, stockholders will be asked to approve an amendment and restatement of the 2006 Plan. The amended and restated 2006 Plan was adopted, subject to stockholder approval, by the Board on April 4, 2017.

As of March 31, 2017, 1,143,265 shares of the Company's common stock remained available for new award grants under the 2006 Plan. When stockholders approved an amendment to and restatement of the 2006 Plan in 2015, we estimated that the shares of our common stock available under the 2006 Plan as a result of that amendment would provide the Company with flexibility to continue to grant equity awards under the 2006 Plan into 2018 (reserving sufficient shares to cover potential payment of performance-based awards at maximum payment levels). We continue to believe that to be the case. However, our Board approved the proposed amended and restated 2006 Plan to provide us with sufficient authority and flexibility to adequately provide for future incentives beyond 2018 because we believe that equity awards, denominated in shares of common stock or with a value derived from the value of our common stock, are a critical component of the overall pay package for our executives and select key employees, as such awards align the interests of award recipients with those of our stockholders. The Board believes that increasing the number of shares of the Company's common stock available for grant under the 2006 Plan by an additional 900,000 shares will allow us to continue to grant awards under the 2006 Plan that are payable in shares of common stock into 2022. Please see the disclosure under "Potential Dilution" on page 14 below.

In evaluating our request to approve the amendment and restatement of the 2006 Plan, we ask that you consider the following:

Responsible Share Usage. The total number of shares of our common stock subject to awards granted under the 2006 Plan per year over the last three years has, on average, been 0.40% of the weighted-average number of shares of our common stock issued and outstanding for the corresponding year (calculated as discussed on pages 15 and 16), which we believe is very reasonable.

Significant Focus on Performance-Based Vesting Equity Awards. For both 2015 and 2016, nearly three-quarters of our CEO's (and approximately two-thirds of each of our other NEOs') annual equity awards are subject to performance-based vesting requirements, based on both operating and relative TSR measures.

Responsible Share Request Size. We believe that we are asking for enough shares to be able to continue to grant equity awards under the 2006 Plan into 2022 (as discussed on page 16). We want our stockholders to

have the ability to regularly validate their support of our approach to equity awards. The amended and restated 2006 Plan reflects the following amendments that are subject to stockholder approval of this proposal:

Increase in Aggregate Share Limit. The 2006 Plan currently limits the aggregate number of shares of the Company's common stock that may be delivered pursuant to all awards granted under the 2006 Plan to 8,320,000 shares. As of March 31, 2017, however, a total of 2,194,425 shares of common stock were subject to outstanding awards granted under the 2006 Plan and, as noted above, only 1,143,265 shares of common stock were then available for new award grants under the 2006 Plan. The proposed amendments would increase the number of shares of the Company's common stock that may be delivered pursuant to awards granted under the 2006 Plan by an additional 900,000 shares so that the new aggregate share limit for the 2006 Plan would be 9,220,000 shares (the Share Limit).

Director Award Limit. The proposed amendments would add new limits on awards that may be granted to non-employee directors under the 2006 Plan for their service as directors. The maximum grant date fair value of equity awards granted to a non-employee director under the 2006 Plan during any one calendar year will be \$300,000, except that as to any non-employee director serving as the independent Chair of the Board or our Lead Independent Director at the time of grant or any new non-employee director for the calendar year in which the non-employee director is first elected or appointed to the Board, the maximum grant date fair value of equity awards granted to such non-employee director under the 2006 Plan will be \$500,000. The Board believes that including such a limit in the 2006 Plan is consistent with good governance practices.

6 Kilroy Realty Corporation

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

Extension of Performance-Based Award Feature. One element of the 2006 Plan is the flexibility to grant certain performance-based awards designed to satisfy the requirements for deductibility of compensation under Section 162(m) of the U.S. Internal Revenue Code (Section 162(m)). These awards are described in more detail below under Performance-Based Awards and are in addition to other awards, such as stock options and stock appreciation rights, expressly authorized under the 2006 Plan which may also qualify as performance-based compensation for Section 162(m) purposes. If stockholders approve this 2006 Plan proposal, the Performance-Based Award feature of the 2006 Plan will be extended through the first annual meeting of stockholders that occurs in 2022 (this expiration time is earlier than the general expiration date of the 2006 Plan and is required under applicable tax rules).

Extension of Plan Term. The 2006 Plan is currently scheduled to expire on March 19, 2024. The proposed amendments provide for the term of the 2006 Plan to be extended until April 4, 2027, ten years from the date the proposed amendment and restatement of the plan was approved by the Board.

If stockholders do not approve this 2006 Plan proposal, the current share limits under the 2006 Plan will continue in effect, there will be no limit on the value of equity awards that may be granted to non-employee directors in any calendar year, the current term of the 2006 Plan will continue in effect, and other terms and conditions of the 2006 Plan will continue in effect.

The principal terms of the 2006 Plan are summarized below. The following summary is qualified in its entirety by the full text of the 2006 Plan, which appears as Appendix B to this Proxy Statement.

Shares Available for Awards; Limits on Awards

Subject to certain adjustments set forth in the 2006 Plan, the maximum number of shares of the Company's common stock that may be issued or awarded under the 2006 Plan will be increased from 8,320,000 shares to 9,220,000 shares if stockholders approve the proposed amendments to the 2006 Plan.

The following other limits are also contained in the 2006 Plan:

The maximum number of shares that may be delivered pursuant to options qualified as incentive stock options granted under the plan is 1,500,000 shares.

The maximum number of shares subject to those options and stock appreciation rights that are granted under the plan during any one calendar year to any one individual is 1,500,000 shares.

The maximum number of shares subject to awards granted under the plan during any one plan year to any one individual is 1,500,000 shares and the maximum amount that may be paid in cash during any one plan year to any one individual is \$30,000,000.

If the stockholders approve the proposed amendments to the 2006 Plan, the maximum grant date fair value for awards granted to a non-employee director under the 2006 Plan during any one calendar year will be \$300,000, except that this limit will be \$500,000 as to (1) a non-employee director who is serving as an independent Chair of the Board or as our Lead Independent Director at the time the applicable grant is made or (2) any new non-employee director for the calendar year in which the non-employee director is first elected or appointed to the Board. For purposes of this limit, the grant date fair value of an award means the value of the award on the date of grant of the award determined using the equity award valuation principles applied in the Company's financial reporting. This limit does not apply to, and will be determined without taking into account, any award granted to an individual who, on the grant date of the award, is an officer or employee of the Company or one of its subsidiaries. This limit applies on an individual basis and not on an aggregate basis to all non-employee directors as a group.

To the extent that an award terminates, expires, lapses for any reason, or is settled in cash, any shares subject to the award will again be available for the grant of awards pursuant to the 2006 Plan. Except with respect to awards of stock options and stock appreciation rights (or SARs), any shares of common stock tendered by an award-holder or withheld by the Company to satisfy the grant or exercise price or tax withholding obligations with respect to any award will again be available for the grant of new awards pursuant to the 2006 Plan. To the extent that shares are delivered pursuant to the exercise of a stock option or SAR granted under the 2006 Plan, the number of underlying shares as to which the exercise related count against the shares available for grant or issuance under the 2006 Plan, without regard to the number of shares actually delivered to the participant upon exercise of the award. The Company may not increase the applicable share limits of the 2006 Plan by repurchasing shares of common stock on the market (by using cash received through the exercise of stock options or otherwise).

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

Awards

The 2006 Plan provides for the grant of incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights, performance shares, performance stock units, dividend equivalents, stock payments, deferred stock, restricted stock units, profits interest units in Kilroy Realty, L.P., our operating partnership (the Operating Partnership), as described below, performance bonus awards, performance-based awards and other incentive awards to eligible individuals.

Stock Options

Stock options, including incentive stock options, as defined under Section 422 of the Internal Revenue Code, and nonqualified stock options, may be granted pursuant to the 2006 Plan. The option exercise price of all stock options granted pursuant to the 2006 Plan will not be less than 100% of the fair market value of our stock on the date of grant. No incentive stock option may be granted to a grantee who owns more than 10% of our stock unless the exercise price is at least 110% of the fair market value at the time of grant. Notwithstanding whether an option is designated as an incentive stock option, to the extent that the aggregate fair market value of the shares with respect to which such option is exercisable for the first time by any optionee during any calendar year exceeds \$100,000 (or the option otherwise fails to qualify as an incentive stock option), such option will be treated as a nonqualified stock option. Stock options may be exercised as determined by the plan administrator, but in no event after the tenth anniversary of the date of grant. However, in the case of an option granted to a person who owns more than 10% of our stock on the date of grant, such term will not exceed five years.

Restricted Stock

Awards of restricted stock may be granted under the 2006 Plan. Restricted stock will be subject to restrictions on transferability and other such restrictions as the plan administrator may determine, including, without limitation, limitations on the right to vote restricted stock or the right to receive dividends on the restricted stock. These restrictions may lapse separately or in combination at such times, pursuant to such circumstances, in such installments, or otherwise, as the plan administrator determines at the time of grant of the award or thereafter.

Stock Appreciation Rights

A SAR is the right to receive payment of an amount equal to the excess of the fair market value of a share of our stock on the date of exercise of the SAR over the fair market value of a share of common stock on the date of grant of the SAR. The plan administrator may issue SARs in such amounts and on such terms and conditions as it may determine, consistent with the terms of the 2006 Plan, except that SARs may not be exercised more than ten years after the applicable date of grant. The plan administrator may elect to pay SARs in cash, in common stock or in a combination of cash and common stock.

Other Awards Under the Plan

The 2006 Plan provides that the plan administrator may also grant or issue performance shares, performance stock units, dividend equivalents, stock payments, deferred stock, restricted stock units, profits interest units, performance bonus awards, performance-based awards and other incentive awards or any combination thereof to eligible employees, consultants and directors. The terms of each such grant or issuance will be set by the plan administrator in its discretion. The plan administrator may establish the exercise price or purchase price, if any, of any such award.

Any such award will only vest or be exercisable or payable while the participant is an employee or consultant of the Company, the Operating Partnership, or Kilroy Realty TRS, Inc. (the "TRS ") or any of their subsidiaries, or a director of the Company or the TRS, except that the plan administrator may provide that such an award may vest or be exercised or paid subsequent to a termination of employment or service, as applicable, or following a change in control (as defined in the 2006 Plan) of the Company, or because of the participant's retirement, death or disability, or otherwise.

Payments with respect to any such award, other than profits interest units, will be made in cash, in common stock or a combination of both, as determined by the plan administrator. Each award granted under the 2006 Plan will be subject to such additional terms and conditions as determined by the plan administrator and will be evidenced by a written award agreement.

8 Kilroy Realty Corporation

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

Performance Shares. Awards of performance shares are denominated in a number of shares of our stock and may be linked to any performance criterion or criteria determined appropriate by the plan administrator, in each case on a specified date or dates or over any period or periods determined by the plan administrator.

Performance Stock Units. Awards of performance stock units are denominated in units equivalent to shares of our stock and/or units of value, including dollar value of shares of our stock, and may be linked to any performance criterion or criteria determined appropriate by the plan administrator, in each case on a specified date or dates or over any period or periods determined by the plan administrator.

Dividend Equivalents. Dividend equivalents are rights to receive the equivalent value (in cash or our stock) of dividends paid on our stock. They represent the value of the dividends per share paid by us, calculated with reference to the number of shares that are subject to any award held by the participant, provided that as to any dividend equivalent rights granted in connection with an award granted under the 2006 Plan after April 4, 2017 that is subject to vesting requirements, no dividend equivalent payment will be made unless the related vesting conditions of the award are satisfied (or, in the case of a restricted stock or similar award where the dividend must be paid as a matter of law, the dividend payment will be subject to forfeiture or repayment, as the case may be, if the related vesting conditions are not satisfied).

Stock Payments. Stock payments include payments in the form of our stock or options or other rights to purchase our stock, in each case made in lieu of all or any portion of the compensation that would otherwise be paid to the participant. The number of shares will be determined by the plan administrator and may be based upon specific performance criteria determined appropriate by the plan administrator, determined on the date such stock payment is made or on any date thereafter.

Deferred Stock. Deferred stock may be awarded to participants and may be linked to any performance criteria determined to be appropriate by the plan administrator. Stock underlying a deferred stock award will not be issued until the deferred stock award has vested, pursuant to a time-based vesting schedule or upon the satisfaction of performance criteria set by the plan administrator. Unless otherwise provided by the plan administrator, recipients of deferred stock generally will have no rights as a stockholder with respect to such deferred stock until the time the vesting conditions are satisfied and the stock underlying the deferred stock award has been issued.

Restricted Stock Units. Restricted stock units, or RSUs, may be granted to any participant in such amounts and subject to such terms and conditions as determined by the plan administrator. At the time of grant, the plan administrator will specify the date or dates on which the RSUs will become fully vested and nonforfeitable, and may specify such conditions (if any) to vesting as it deems appropriate. At the time of grant, the plan administrator will specify the maturity date applicable to each grant of RSUs which will be no earlier than the vesting date or dates of the award and may be determined at the election of the participant. On the maturity date, we will transfer to the participant one unrestricted, fully transferable share of our stock for each RSU scheduled to be paid out on such date and not previously forfeited. The plan administrator will specify the purchase price, if any, to be paid by the

participant to us for such shares of our stock.

Profits Interest Units. To the extent authorized by the partnership agreement of the Operating Partnership, the 2006 Plan authorizes the grant of units in the Operating Partnership that are intended to constitute profits interests within the meaning of the Internal Revenue Code and published Internal Revenue Service guidance. Profits interests may only be granted to participants for the performance of services to or for the benefit of the Operating Partnership in the participant's capacity as a partner in the Operating Partnership, in anticipation of the participant becoming a partner of the Operating Partnership, or as otherwise determined by the plan administrator, provided that the profits interest units would constitute profits interests within the meaning of the Internal Revenue Code, Treasury Regulations promulgated thereunder and any published guidance by the Internal Revenue Service. At the time of grant, the plan administrator will specify the number of profits interest units subject to the award, the purchase price, if any, of the units and the date and conditions on which the profits interest units will vest. The plan administrator may impose transferability restrictions and other restrictions upon profits interest units.

Other Incentive Awards. Participants as selected by the plan administrator may be granted other incentive awards that provide for shares of common stock or the right to purchase shares of common stock or that have a value derived from the value of, or an exercise or conversion privilege at a price related to, or that are otherwise payable in or based on, shares of common stock, stockholder value or stockholder return. Other incentive awards may also be linked to any performance

Table of Contents**Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan**

criterion or criteria determined appropriate by the plan administrator. Amounts payable under other incentive awards may be in cash, common stock, units of the Operating Partnership or a combination of any of the foregoing, as determined by the plan administrator.

Performance Bonus Awards. Any participant selected by the plan administrator may be granted a cash bonus payable upon the attainment of performance goals that are established by the plan administrator and relate to any performance criterion or criteria determined appropriate by the plan administrator on a specified date or dates or over any period or periods determined by the plan administrator.

Performance-Based Awards. The plan administrator may grant a performance-based cash bonus opportunity or other performance-based vesting award under the 2006 Plan as an award intended to qualify as performance-based compensation within the meaning of Section 162(m) (a Performance-Based Award). Performance-Based Awards are in addition to any of the other types of awards that may be granted under the 2006 Plan (including options and stock appreciation rights which may also qualify as performance-based awards for Section 162(m) purposes). For Performance-Based Awards, the plan administrator will establish the criterion or criteria and target(s) on which performance will be measured in advance of applicable deadlines under the U.S. Internal Revenue Code and while the attainment of the performance targets remains substantially uncertain. The criteria that the plan administrator may use for this purpose will include one or more of the following: net earnings (either before or after interest, taxes, depreciation and amortization), economic value-added, sales or revenue, net income (either before or after taxes), operating earnings, cash flow (including, but not limited to, operating cash flow and free cash flow), funds from operations, funds available for distribution, cash flow return on capital, return on net assets, return on stockholders equity, return on assets, return on capital, stockholder returns, return on sales, gross or net profit margin, productivity, expense, margins, operating efficiency, tenant satisfaction, working capital, earnings per share, price per share, market share debt and ratio of debt to equity, any of which may be measured either in absolute terms (including on a per share basis), by comparison to comparable performance in an earlier period or periods, or as compared to results of a peer group, industry index, or other company or companies. To the extent provided by the plan administrator, performance targets (or performance against the targets, as the case may be) will be adjusted (i) to exclude expenses associated with variable accounting for equity-based awards to the extent that such expenses exceed the expense that would have been produced had such awards originally been granted as equity awards accounted for under FASB ASC Topic 718, (ii) to exclude unbudgeted compensation expenses, (iii) to exclude non-cash charges, (iv) to exclude acquisition-related expenses, (v) to include revenue that would have been included in earnings but is not recognized due to tenant delays, (vi) to exclude the impact of mergers, dispositions of properties (to the extent that such dispositions exceed the midpoint of the range estimated in the business plan considered by the plan administrator in establishing the performance goals for a performance period) and similar corporate transactions, (vii) to exclude the impact of similar extraordinary items not contemplated by the plan administrator on the grant date of an award, or (viii) for such other items as the plan administrator may specify. Before any Performance-Based Award (other than an option or stock appreciation right) is paid, the plan administrator must certify that the performance target or targets have been satisfied. The plan administrator has discretion to determine the performance target or targets and any other restrictions or other limitations of Performance-Based Awards and may reserve discretion to reduce payments below maximum award limits.

Administration

The Board or one or more committees appointed by the Board administers the 2006 Plan. The Board has delegated general administrative authority for the 2006 Plan to the Compensation Committee. The Compensation Committee may delegate some or all of its authority with respect to the 2006 Plan to another committee of directors, and certain limited authority to grant awards to employees may be delegated to one or more officers of the Company. The appropriate acting body, be it the Board, a committee within its delegated authority, or an officer within his or her delegated authority, is referred to in this proposal as the Administrator.

The Administrator has broad authority under the 2006 Plan with respect to award grants including, without limitation, the authority:

To select participants and determine the type(s) of award(s) that they are to receive;

To determine the number of shares that are to be subject to awards and the terms and conditions of awards, including the price (if any) to be paid for the shares or the award and any vesting conditions applicable to the award (or determine that the award is to be fully vested at grant);

10 Kilroy Realty Corporation

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

To cancel, modify or waive the Company's rights with respect to, or modify, discontinue, suspend or terminate any or all outstanding awards, subject to any required consents;

To accelerate or extend the vesting or exercisability or extend the term of any or all outstanding awards;

Subject to the other provisions of the 2006 Plan, to make certain adjustments to an outstanding award and to authorize the conversion, succession or substitution of an award; and

To determine whether an award may be settled in, or the purchase price of an award or shares of the Company's common stock to be paid in, the form of cash, shares, other awards, or such other form as the Administrator may authorize and as permitted by law, and to provide for the deferred payment of awards and any terms applicable to deferrals.

While all of our employees are technically eligible to receive awards under the 2006 Plan, in 2016 we granted awards to 49 employees and each of our non-employee directors. The Administrator uses its judgment to determine who will receive awards, the type(s) of award grants, and the size and particular terms and conditions of those awards. These determinations may change based on any number of variables, including, without limitation, changes in compensation practices at companies that we consider in our peer group from time to time or changes in compensation practices in the market generally, the need to attract, retain and incentivize key talent, the benefit of enhancing the link between the interests of award recipients with those of our stockholders and the potential dilutive impact of those awards.

No Repricing

In no case (except due to an adjustment to reflect a stock split or other event referred to under "Adjustments" below, or any repricing that may be approved by stockholders) will the 2006 Plan administrator (1) amend an outstanding stock option or stock appreciation right to reduce the exercise price or base price of the award, (2) cancel, exchange, or surrender an outstanding stock option or stock appreciation right in exchange for cash or other awards for the purpose of repricing the award, or (3) cancel, exchange, or surrender an outstanding stock option or stock appreciation right in exchange for an option or stock appreciation right with an exercise or base price that is less than the exercise or base price of the original award.

Eligibility

Employees and consultants of the Company, the TRS, the Operating Partnership or their subsidiaries, and directors of the Company or the TRS, are eligible to be granted non-qualified stock options, restricted stock, stock appreciation

rights, performance share awards, performance stock units, dividend equivalents, stock payments, deferred stock, RSUs, profits interest units, other incentive awards and performance bonus awards under the 2006 Plan. Currently, approximately 239 officers and employees of the Company and its subsidiaries (including all of the Company's NEOs), and each of the Company's five non-employee directors, are considered eligible under the 2006 Plan. Only employees of the Company and its qualifying corporate subsidiaries are eligible to be granted options that are intended to qualify as incentive stock options under Section 422 of the Internal Revenue Code.

Adjustments

As is customary in incentive plans of this nature, each share limit and the number and kind of shares available under the 2006 Plan and any outstanding awards, as well as the exercise or purchase prices of awards, and performance targets under certain types of performance-based awards, are subject to adjustment in the event of certain reorganizations, mergers, combinations, recapitalizations, stock splits, stock dividends, or other similar events that change the number or kind of shares outstanding, and extraordinary dividends or distributions of property to the stockholders.

Assumption and Termination of Awards

Generally, and subject to limited exceptions set forth in the 2006 Plan, if the Company dissolves or undergoes certain corporate transactions such as a merger, business combination, or other reorganization or a sale of substantially all of its assets, the outstanding awards granted under the 2006 Plan will not automatically accelerate and become vested under the terms of the 2006 Plan as long as there is provision for the awards to be substituted for, assumed or otherwise continued after the event. If there is no such provision for the awards to be substituted for, assumed or otherwise continued after the event

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

(that is, the awards are to be terminated in connection with the change in control event), the awards would generally become fully vested and, in the case of options, exercisable. The Administrator also has the discretion to establish other change in control provisions with respect to awards granted under the 2006 Plan.

Transfer Restrictions

Subject to certain exceptions contained in Section 10.3 of the 2006 Plan, awards under the 2006 Plan generally are not transferable by the recipient other than by will or the laws of descent and distribution and are generally exercisable, during the recipient's lifetime, only by the recipient. Any amounts payable or shares issuable pursuant to an award generally will be paid only to the recipient or the recipient's beneficiary or representative. The Administrator has discretion, however, to establish written conditions and procedures for the transfer of awards to other persons or entities, provided that such transfers comply with applicable federal and state securities laws and are not made for value (other than nominal consideration, settlement of marital property rights, or for interests in an entity in which more than 50% of the voting securities are held by the award recipient or by the recipient's family members).

No Limit on Other Authority

The 2006 Plan does not limit the authority of the Board or any committee to grant awards or authorize any other compensation, with or without reference to the Company's common stock, under any other plan or authority.

Termination of or Changes to the 2006 Plan

The Board may amend or terminate the 2006 Plan at any time and in any manner. Stockholder approval for an amendment will be required only to the extent then required by applicable law or any applicable listing agency or required under Sections 162, 422 or 424 of the U.S. Internal Revenue Code to preserve the intended tax consequences of the 2006 Plan. For example, and as reflected by this Proposal No. 2, stockholder approval will be required for any amendment that proposes to increase the maximum number of shares that may be delivered with respect to awards granted under the 2006 Plan. Adjustments as a result of stock splits or similar events will not, however, be considered an amendment requiring stockholder approval. If stockholders approve this 2006 Plan proposal, unless terminated earlier by the Board, the authority to grant new awards under the 2006 Plan will terminate on April 3, 2027. Outstanding awards, as well as the Administrator's authority with respect thereto, generally will continue following the expiration or termination of the 2006 Plan. Generally speaking, outstanding awards may be amended by the Administrator (except for a repricing), but the consent of the award holder is required if the amendment (or any 2006 Plan amendment) materially and adversely affects the holder.

Federal Income Tax Consequences

Stock Options

With respect to nonqualified stock options, the Company, the Operating Partnership or the participant's employer, as applicable, is generally entitled to deduct and the optionee recognizes taxable income in an amount equal to the difference between the option exercise price and the fair market value of the shares at the time of exercise. A participant receiving incentive stock options will not recognize taxable income upon grant. Additionally, if applicable holding period requirements are met, the participant will not recognize taxable income at the time of exercise. However, the excess of the fair market value of the shares received over the option price is an item of tax preference income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an incentive stock option is held for a minimum of two years from the date of grant and one year from the date of exercise, the gain or loss (in an amount equal to the difference between the fair market value on the date of sale and the exercise price) upon disposition of the stock will be treated as a long-term capital gain or loss, and the Company, the Operating Partnership or the participant's employer, as applicable, will not be entitled to any deduction. If the holding period requirements are not met, the incentive stock option will be treated as one which does not meet the requirements of the Internal Revenue Code for incentive stock options and the tax consequences described for nonqualified stock options will apply. Certain additional special rules apply if the exercise price for an option is paid in stock previously owned by the participant rather than in cash.

12 Kilroy Realty Corporation

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

Other Awards

The current federal income tax consequences of other awards authorized under the 2006 Plan generally follow certain basic patterns: SARs are taxed and deductible in substantially the same manner as nonqualified stock options; nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant); stock-based performance awards, dividend equivalents and other types of awards are generally subject to tax at the time of payment. Compensation otherwise effectively deferred is taxed when paid. In each of the foregoing cases, the Company, the Operating Partnership or the participant's employer, as applicable, will generally have a corresponding deduction at the time the participant recognizes income, subject to Section 162(m) of the Internal Revenue Code with respect to covered employees.

Profits Interest Units

Profits interest units that constitute profits interests within the meaning of the Internal Revenue Code and published Internal Revenue Service guidance (PIUs) will generally not be taxed at the time of grant, though the holder will be required to report on his income tax return his allocable share of the issuing partnership's income, gain, loss, deduction and credit, regardless of whether the issuing partnership makes a distribution of cash. Instead, such PIUs are generally taxed upon a disposition of the PIU or distributions of cash to the extent that such amounts received exceed the basis in the PIUs. Generally, no deduction is available to the Company upon the grant, vesting or disposition of the PIUs. If PIUs are granted to a recipient who is an employee of the Company, the issuance of those profits interests may cause wages paid to the recipient to be characterized and subject to taxation as self-employment income. If treated as a self-employed partner, the recipient will be required to make quarterly income tax payments rather than having amounts withheld by the Company, the Operating Partnership or the participant's employer, as applicable. Additionally, if self-employed, the recipient must pay the full amount of all FICA employment taxes on the employee's compensation (in the form of SECA taxes rather than FICA taxes), whereas regular employees are only responsible for 50% of these taxes. To date, the Internal Revenue Service has not issued definitive guidance regarding the treatment of wages paid to partner-employees.

Code Section 409A

Certain types of awards under the 2006 Plan may constitute, or provide for, a deferral of compensation under Section 409A. Unless certain requirements set forth in Section 409A are complied with, holders of such awards may be taxed earlier than would otherwise be the case (e.g., at the time of vesting instead of the time of payment) and may be subject to an additional 20% penalty tax (and, potentially, certain interest penalties and penalties under applicable state tax laws). To the extent applicable, we intend to structure awards granted under the 2006 Plan to comply with Section 409A and the Department of Treasury regulations and other interpretive guidance that may be issued pursuant to Section 409A or an available exemption from Section 409A. There can be no assurance, however, that the requirements of Section 409A will, in fact, be satisfied.

Tax Deductibility and Section 162(m) of the Internal Revenue Code

Section 162(m) generally places a \$1.0 million annual limit on the amount of compensation paid to certain of the Company's executive officers that may be deducted by the Company for federal income tax purposes unless such compensation constitutes qualified performance-based compensation which is based on the achievement of pre-established performance goals set by a committee of the Board pursuant to an incentive plan that has been approved by the Company's stockholders. The 2006 Plan provides that certain awards made thereunder may, in the discretion of the plan administrator, be structured so as to qualify for the qualified performance-based compensation exception to the \$1.0 million annual deductibility limit of Section 162(m). There can be no assurance, however, that the compensation intended to qualify for deductibility under Section 162(m) awarded or paid by the Company will be fully deductible. In addition, the Company reserves the right to award compensation that does not qualify for deductibility under Section 162(m) in such circumstances as it may consider appropriate.

Other Considerations

Awards that are granted, accelerated or enhanced upon the occurrence of a change in control may give rise, in whole or in part, to excess parachute payments within the meaning of Section 280G of the Internal Revenue Code to the extent that such

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

payments, when aggregated with other payments subject to Section 280G, exceed the limitations contained in that provision. Such excess parachute payments are not deductible by the Company and are subject to an excise tax of 20% payable by the recipient.

The 2006 Plan is not subject to any provision of the Employee Retirement Income Security Act of 1974, as amended, and is not qualified under Section 401(a) of the Internal Revenue Code.

The preceding discussion of federal income tax consequences does not purport to be a complete analysis of all of the potential tax effects of the 2006 Plan. It is based upon laws, regulations, rulings and decisions now in effect, all of which are subject to change. No information is provided with respect to foreign, state or local tax laws, or estate and gift tax considerations.

Specific Benefits Under the 2006 Plan

The Company has not granted any awards that are conditioned on stockholder approval of this Proposal No. 2. Except for the non-employee director awards discussed below, the Company is not currently considering any new award grants under the 2006 Plan and the number and type of awards that the Company may grant in the future under the 2006 Plan (within the express limits of the 2006 Plan, discussed above) is not determinable. If the proposed share increase for the 2006 Plan had been in effect in 2016, the Company expects that its award grants for 2016 would not have been different from those actually made in 2016 under the 2006 Plan. For more information regarding those awards, please see the following discussion and, for more detailed information on the awards granted to our NEOs during 2016, see the material under *Compensation Discussion and Analysis* below and the executive compensation tables under *Named Executive Officer Compensation Tables* below.

Non-Employee Director Awards

The Company is not currently considering any new award grants under the 2006 Plan except for the annual grants of shares of common stock to non-employee directors described under *Director Compensation* below. These annual grants are determined based on the closing price of our common stock on the date of the grant as described below. Assuming, for illustrative purposes only, that the price of the common stock used for the conversion of the dollar amount for the annual grants under the non-employee director program (\$100,000) into shares was \$72.10 (the closing price of a share of our common stock on the Record Date), the number of shares that would be allocated to the Company's five non-employee directors as a group pursuant to the annual grant formula over the remaining nine-year term of the 2006 Plan (2017 through 2026) is approximately 62,413 shares. This figure represents the continuation of the current non-employee director equity awards for the five non-employee directors over that nine-year period. The actual number of shares that we may issue depends on, among other future variables, the number of our non-employee directors from time to time, the price of our common stock on the applicable grant date that is used to convert the applicable grant-date value into a number of shares, and whether the Board changes the \$100,000 grant date value or other aspects of our non-employee director compensation program in the future.

Potential Dilution

The following paragraphs include additional information to help you assess the potential dilutive impact of the Company's equity awards and the proposed amendments to the 2006 Plan. The 2006 Plan is the Company's only equity compensation plan.

Overhang refers to the number of shares of our common stock that are subject to outstanding awards or remain available for new award grants. The following table shows the total number of shares of our common stock that were subject to outstanding restricted stock and RSU awards granted under the 2006 Plan, that were subject to outstanding stock options granted under the 2006 Plan, and that were then available for new award grants under the 2006 Plan as of December 31, 2016 and as of March 31, 2017. None of the outstanding awards covered interests in our Operating Partnership. In this 2006 Plan proposal, the number of shares of the Company's common stock subject to restricted stock and RSU awards granted during any particular period or outstanding on any particular date is presented based on the actual number of shares of the Company's common stock covered by those awards. As to the number of shares of the Company's common stock subject to restricted stock and RSU awards outstanding on any particular date, the information is presented including the crediting of dividend equivalents on the awards through that date, to the extent the dividend equivalents are payable in shares of common

14 Kilroy Realty Corporation

Table of Contents**Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan**

stock. For awards subject to performance-based vesting requirements, the number of shares presented as follows: (1) with respect to any such award granted during 2014, at 150% of the target number of shares subject to the award, as performance during the three-year performance period resulted in 150% of the target number of shares being subject to the awards vesting, (2) with respect to any such award granted during 2015, at 150% of the target number of shares subject to the award, as performance during 2015 resulted in 150% of the target number of shares being subject to the awards (while the final vesting of the awards may range from approximately 114.3% and 150% (between 96.5% to 150% in the case of the award for our CEO) of the target number of shares awarded based on performance over the three-year performance period applicable to the awards, giving effect to actual performance outcomes for 2015 and 2016) and (3) with respect to any such award granted during 2016, at 143.65% of the target number of shares subject to the awards (while the final vesting of the awards may still range from approximately 95.8% and 191.5% (between 71.8% to 215.5% in the case of the award for our CEO) of the target number of shares subject to the awards based on performance over the three-year performance period applicable to the awards, giving effect to actual performance outcomes for 2016) except as to Mr. Hawken's award in January 2016 which is included at the target number of shares subject to the award as that is also the maximum number of shares that can vest under that particular award.

As of December 31, 2016 As of March 31, 2017

Shares subject to outstanding restricted stock and restricted stock unit awards (including vested but deferred RSUs and excluding performance-based vesting awards)	1,431,724	1,399,714
Shares subject to outstanding performance-based vesting restricted stock unit awards	659,051	683,211
Shares subject to outstanding stock options	314,500	111,500
Shares available for new award grants	1,286,823	1,143,265

The weighted-average number of shares of the Company's common stock issued and outstanding in each of the last three years was 83,090,235 shares issued and outstanding in 2014 (84,894,498 shares assuming the conversion of all common units of the Operating Partnership); 89,854,096 shares issued and outstanding in 2015 (91,645,578 shares assuming the conversion of all common units of the Operating Partnership); and 92,342,483 shares issued and outstanding in 2016 (94,771,668 shares assuming the conversion of all the common units of the Operating Partnership). The number of shares of the Company's common stock issued and outstanding as of December 31, 2016 and March 31, 2017 was 93,219,439 shares and 98,275,048 shares, respectively (95,600,982 and 100,352,241, respectively, assuming the conversion of all common units of the Operating Partnership). In this 2006 Plan proposal and except as noted above, the number of shares of the Company's common stock that are outstanding for any particular period or on any particular date do not include common units of the Operating Partnership that are convertible into our common stock.

Burn rate refers to how many shares are subject to awards that we grant over a particular period of time. The total number of shares of the Company's common stock subject to awards that the Company granted under the 2006 Plan in each of the last three years, and to date (as of March 31, 2017) for 2017, are as follows:

338,381 shares in 2014 (which was 0.41% of the weighted-average number of shares of the Company's common stock issued and outstanding in 2014), of which no shares were subject to stock option awards, 155,016 shares were subject to restricted stock and RSU awards (excluding performance-based vesting awards) and 183,365 shares were subject to performance-based vesting restricted stock and RSU awards (presented at 150% of the target number of shares subject to the award as performance during the three-year performance period resulted in 150% of the target number of shares being subject to the awards vesting);

290,285 shares in 2015 (which was 0.32% of the weighted-average number of shares of the Company's common stock issued and outstanding in 2015), of which no shares were subject to stock option awards, 98,802 shares were subject to restricted stock and RSU awards (excluding performance-based vesting awards), and 191,483 shares were subject to performance-based vesting restricted stock and restricted stock unit awards (presented at 150% of the target number of shares being subject to the awards, while the final vesting of the awards may range from approximately 114.3% and 150% (between 96.5% to 150% in the case of the award for our CEO) of the target number of shares subject to the awards based on performance over the three-year performance period applicable to the awards, giving effect to actual performance outcomes for 2015 and 2016);

Table of Contents**Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan**

432,140 shares in 2016 (which was 0.47% of the weighted-average number of shares of the Company's common stock issued and outstanding in 2016), of which no shares were subject to stock option awards, 173,747 shares were subject to restricted stock and RSU awards (excluding performance-based vesting awards), and 258,393 shares were subject to performance-based vesting restricted stock and restricted stock unit awards (presented at 143.65% of the target number of shares being subject to the awards, while the final vesting of the awards may range from approximately 95.8% and 191.5% (between 71.8% to 215.5% in the case of the award for our CEO) of the target number of shares subject to the awards based on performance over the three-year performance period applicable to the awards, giving effect to actual performance outcomes for 2016, except in the case of Mr. Hawken's January 2016 award as it may not vest as to more than the target number of shares subject to that award); and

229,976 shares in 2017 through March 31, 2017 (which was 0.23% of the number of shares of the Company's common stock issued and outstanding on March 31, 2017), of which no shares were subject to stock option awards, 99,020 shares were subject to restricted stock and RSU awards (excluding performance-based vesting awards), and 130,956 shares were subject to performance-based vesting restricted stock and restricted stock unit awards (presented at the target number of shares subject to the awards, while the final vesting of the awards may range from zero to 200% (zero to 262.5% in the case of the award for our CEO) of the target number of shares subject to the awards based on performance over the three-year performance period applicable to the awards).

Thus, the total number of shares of our common stock subject to awards granted under the 2006 Plan per year over the last three years (2014, 2015 and 2016) has, on average, been 0.40% of the weighted-average number of shares of our common stock issued and outstanding for the corresponding year, and this percentage is consistent with the Company's 2017 awards under the 2006 Plan through March 31, 2017 (which, as noted above, cover 0.23% of the number of shares of the Company's common stock issued and outstanding on March 31, 2017). Performance-based vesting awards have been included above in the year in which the award was granted. The actual number of performance-based vesting restricted stock and RSU awards that became eligible to vest each year because the applicable performance-based condition was satisfied in that year (subject to the satisfaction of any applicable time-based vesting requirements) was as follows: 197,498 in 2014, 198,148 in 2015, 290,000 in 2016 and 0 to date (as of March 31, 2017) in 2017. No performance-based vesting stock options vested or were outstanding in any of those years.

The total number of shares of our common stock that was subject to awards granted under the 2006 Plan that terminated or expired, and thus became available for new award grants under the 2006 Plan, in each of the last three years, and to date (as of March 31, 2017) in 2017, are as follows: 22,000 in 2014, 92,531 in 2015, 9,000 in 2016, and 3,438 in 2017. The total number of shares of our common stock that were subject to awards granted under the 2006 Plan and that were withheld to cover tax withholding obligations arising with respect to the award (other than stock

options and stock appreciation rights), and thus became available for new award grants under the 2006 Plan, in each of the last three years, and to date (as of March 31, 2017) in 2017, are as follows: 29,092 in 2014, 35,689 in 2015, 63,736 in 2016 and 134,723 in 2017. Shares subject to 2006 Plan awards that terminated or expired, or were withheld to cover tax withholding obligations arising with respect to the award (other than stock options and stock appreciation rights), and became available for new award grants under the 2006 Plan have been included when information is presented in this 2006 Plan proposal on the number of shares available for new award grants under the 2006 Plan.

The number of shares credited as dividend equivalents under the 2006 Plan with respect to then-outstanding restricted stock and RSU awards, to the extent the dividend equivalents are payable in shares of the Company's common stock, in each of the last three years, and to date (as of March 31, 2017) for 2017, are as follows: 32,122 in 2014, 30,307 in 2015, 40,390 in 2016, and 60,681 in 2017.

The Compensation Committee anticipates that the 900,000 additional shares requested for the 2006 Plan (which represents 0.92% of the number of shares of the Company's common stock issued and outstanding as of March 31, 2017) will provide the Company with flexibility to continue to grant equity awards under the 2006 Plan into 2022 (reserving sufficient shares to cover potential payment of performance-based awards at maximum payment levels and covering dividend equivalents that may be credited with respect to the awards based on the Company's recent dividend payments). However, this is only an estimate, in the Company's judgment, based on current circumstances. The total number of shares that are subject to the Company's award grants in any one year or from year-to-year may change based on a number of variables, including, without limitation, the value of the Company's common stock (since higher stock prices generally require that fewer shares be issued to produce awards of the same grant date fair value), changes in competitors' compensation practices or changes in compensation

16 Kilroy Realty Corporation

Table of Contents**Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan**

practices in the market generally, changes in the number of employees, changes in the number of directors and officers, whether and the extent to which vesting conditions applicable to equity awards are satisfied, acquisition activity and the need to grant awards to new employees in connection with acquisitions, the need to attract, retain and incentivize key talent, the number of dividend equivalent rights outstanding, the extent to which they provide for settlement in stock and the amount and frequency of the Company's dividend payments, the type of awards the Company grants, and how the Company chooses to balance total compensation between cash and equity awards.

As of the Record Date, the closing market price for a share of the Company's common stock was \$72.10 per share.

Aggregate Past Grants Under the Plan

As of March 31, 2017, awards covering 4,664,562 shares of our common stock had been granted under the 2006 Plan. This number of shares includes shares subject to awards that expired or terminated without having been exercised and paid and became available for new award grants under the 2006 Plan, as well as shares that were withheld to cover the exercise price or tax withholding obligations in connection with an award and became available for new award grants under the 2006 Plan. This number of shares, as well as the number of shares subject to past awards and outstanding and unvested awards in the table below is presented as to performance-based vesting restricted stock and RSU awards based on the target number of shares subject to the award at the date of grant. The following table shows information regarding the distribution of all awards among the persons and groups identified below, option exercises, and restricted stock and RSUs vesting prior to that date, and option and unvested restricted stock and RSU holdings as of that date.

Name and Position	STOCK OPTIONS			RESTRICTED STOCK/UNITS		
	Number of Shares Subject to Past Option Grants	Number of Shares Acquired On Exercise	Number of Shares Underlying Options as of 03/31/2017	Number of Shares/Units Subject to Past Awards	Number of Shares/Units Vested as of 03/31/2017	Number of Shares/Units Outstanding and Unvested as of 03/31/2017
Named Executive Officers:						
John Kilroy		750,000		1,354,237	970,364	383,873

*President and Chief
Executive Officer*

Jeffrey Hawken

<i>Executive Vice President and Chief Operating Officer</i>	50,000	200,000	50,000	550,651	417,320	133,331
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Tyler Rose

<i>Executive Vice President, Chief Financial Officer and Secretary</i>		125,000		186,761	99,221	87,540
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David Simon

<i>Executive Vice President, Southern California</i>				97,835	18,673	79,162
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Justin Smart

<i>Executive Vice President, Development and Construction Services</i>	20,000		20,000	170,415	91,131	79,284
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Total for All Current Executive Officers as a Group (5 persons):	70,000	1,075,000	70,000			763,191
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				2,359,898	1,596,708	
Edward Brennan, PhD				26,638	24,919	1,719
Jolie Hunt				4,300	1,782	2,518
Scott Ingraham				26,609	24,890	1,719
Gary Stevenson				6,131	3,869	2,263
Peter Stoneberg					3,869	
				6,131		2,263
Total for all Current Non-Executive Directors as a Group (5 persons):				69,810	59,329	10,481
Each other person who has received 5% or more of the options, warrants or rights under the Plan:						
	153,500	251,500	41,500	684,854		
					544,970	139,885

**All employees,
including all current
officers who are not
executive officers or
directors, as a group:**

Total

223,500	1,326,500	111,500	3,114,562	2,201,006	913,556
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Kilroy Realty Corporation 17

Table of Contents

Proposal 2 Approval of Amendment and Restatement of 2006 Incentive Award Plan

Mr. Kilroy and each of the non-employee directors identified above is a nominee for re-election as a director at the Annual Meeting.

Equity Compensation Plan Information

For additional information on the Company's equity compensation plans, please see Equity Compensation Plan Information on page 81 below.

VOTE REQUIRED

The amendment and restatement of the 2006 Plan will be approved if a majority of the votes cast at the Annual Meeting are cast in favor of the proposal. Abstentions will be treated as votes cast and will have the effect of a vote AGAINST the proposal.

RECOMMENDATION

The Board believes that the adoption of the proposed amendments to the 2006 Plan will promote the interests of the Company and its stockholders and will help the Company and its subsidiaries continue to be able to attract, retain and reward persons important to its success.

All members of the Board and all of our executive officers are eligible for awards under the 2006 Plan and thus have a personal interest in the approval of the 2006 Plan proposal.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THE AMENDED AND RESTATED 2006 INCENTIVE AWARD PLAN AS DESCRIBED ABOVE AND SET FORTH IN APPENDIX B HERETO.

Table of Contents

Proposal 3 Advisory Approval of Our Executive Compensation

We are asking our stockholders to provide advisory approval of the compensation of our NEOs (as identified in the CD&A) as such compensation is disclosed pursuant to the SEC's executive compensation disclosure rules and set forth in this Proxy Statement (including in the compensation tables, the narratives accompanying those tables and the CD&A).

Our executive compensation philosophy is designed to achieve the following objectives:

To set total compensation to be competitive with companies in our peer group identified on page 56, taking into account our active portfolio management strategy and the skill set required to implement that strategy;

To align executive compensation with the Company's corporate strategies, business objectives and the creation of long-term value for our stockholders without encouraging unnecessary or excessive risk taking;

To provide an incentive to achieve key strategic and financial performance measures by linking annual cash incentive award opportunities to the achievement of corporate and operational performance objectives in these areas;

To provide a majority of target total direct compensation (TDC³) for our NEOs in the form of long-term incentive equity awards; and

To help the Company attract, retain and incentivize talented and experienced individuals in the highly competitive West Coast employment and commercial real estate markets.

Our Compensation Committee approved the 2016 compensation arrangements for our NEOs. Below are highlights of the 2016 compensation arrangements for our NEOs from the CD&A section of this Proxy Statement.

Base Salaries and Bonuses Remained Flat. None of our NEOs received a base salary increase or increase in target or actual cash incentive for 2016.

Annual Cash Incentives Based on a Performance Measurement Framework. The Compensation Committee continued to make final annual cash incentive determinations based on a rigorous performance measurement framework that measures the Company's actual performance against pre-set financial and operational goals and each NEO's contribution to such goals. The 2016 framework evaluated the Company's actual 2016 performance against pre-set goals within the following five categories: (1) operations, (2) balance sheet management, (3) acquisitions, (4) dispositions and (5) development, and took TSR performance into account. Based on the Company's performance (as reflected on page 46), the Compensation Committee determined that the final 2016 annual cash incentives for our NEOs would be above target levels but less than maximum.

Majority of Target TDC is in the Form of Long-Term Incentives. The most significant component of each NEO's total compensation opportunity is in the form of long-term incentive awards that vest over a three-year period. In 2016, approximately 59.8% of our CEO's (and approximately 63.1% of our other NEOs') target TDC was in the form of a long-term incentive award. The purpose of this weighting is to further align the interests of our NEOs with those of our stockholders.

Majority of Long-Term Incentives are Performance-Based. In 2016, nearly three-quarters of our CEO's (and approximately two-thirds of each of our other NEOs') annual long-term incentive award was subject to performance-based vesting requirements that cliff-vest at the end of a three-year performance period, subject to continued service through the end of such performance period, and includes a performance measure indexed to our relative TSR over that period. The balance of each NEO's total annual long-term incentive award vests ratably in annual installments over a three-year vesting period, subject to continued service through the applicable vesting date.

We also maintain a range of executive compensation and governance-related policies, listed beginning on page 57, that we believe reflect current best practices.

In accordance with the requirements of Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the related rules of the SEC, our Board requests your advisory vote to approve the following resolution at our Annual Meeting:

RESOLVED, that the compensation paid to the Company's NEOs, as disclosed in this Proxy Statement pursuant to the Securities and Exchange Commission's executive compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis section, the compensation tables and the narrative discussion that accompanies the compensation tables), is hereby approved.

- (3) As used in this Proxy Statement, target TDC and target total direct compensation mean the executive's base salary, target annual cash incentive and grant date fair value (based on the value approved by the Compensation Committee and used to determine the number of shares subject to the award) of annual long-term incentive awards granted to the executive in 2016.

Table of Contents

Proposal 3 Advisory Approval of Our Executive Compensation

This vote is an advisory vote only and will not be binding on the Company, the Board or the Compensation Committee, and will not be construed as overruling a decision by, or creating or implying any additional fiduciary duty for, the Company, the Board or the Compensation Committee. However, the Compensation Committee will consider the outcome of this vote when making future compensation decisions for our NEOs.

The Company's current policy is to provide our stockholders with an opportunity to approve the compensation of our NEOs each year at the annual meeting of stockholders. It is expected that the next Say-on-Pay vote will be held at the 2018 annual meeting of stockholders.

VOTE REQUIRED

The compensation of our NEOs will be approved, on an advisory basis, if a majority of the votes cast at the Annual Meeting are cast in favor of the proposal.

RECOMMENDATION

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THE RESOLUTION APPROVING, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NEOs.

Table of Contents

Proposal 4 Advisory Vote on the Frequency of the Advisory Vote on Our Executive Compensation

As described in Proposal No. 3, we are asking our stockholders to approve, on an advisory basis, the compensation of our NEOs.

In 2011, our stockholders had the opportunity to cast an advisory vote on how often we should include a Say-on-Pay vote in our proxy materials for annual meetings of stockholders or special stockholder meetings for which we must include executive compensation information in the proxy statement for that meeting. At our 2011 annual meeting, our stockholders voted to hold a Say-on-Pay vote every year, and the Board determined that the Say-on-Pay vote would be held annually.

Under SEC rules, we are required to hold a new Say-on-Frequency vote at least every six years. Accordingly, this Proposal No. 4 affords our stockholders the opportunity to cast an advisory vote on how often we should include a Say-on-Pay vote in our proxy materials for future annual meetings of stockholders (or special stockholder meetings for which we must include executive compensation information in the proxy statement for that meeting). Under this Proposal No. 4, our stockholders may vote to have future advisory votes on executive compensation every year, every two years, every three years, or abstain from voting.

We believe that advisory votes on executive compensation should be conducted every year so that our stockholders may annually express their views on our executive compensation program.

Like the Say-on-Pay vote, this Say-on-Frequency vote is advisory and will not be binding on the Company, the Board or the Compensation Committee. However, the Board and the Compensation Committee value the opinions expressed by our stockholders and will take the outcome of this vote into account when determining the frequency of future Say-on-Pay votes.

VOTE REQUIRED

A frequency alternative (of either one year, two years, or three years) for future Say-on-Pay advisory votes will be approved, on an advisory basis, if a majority of the votes cast at the Annual Meeting are cast in favor of the frequency alternative. If no frequency option receives the affirmative vote of a majority of votes cast at the Annual Meeting, the Board will consider the option receiving the highest number of votes as the preferred option of our stockholders.

RECOMMENDATION

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE OF 1 YEAR FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.

Kilroy Realty Corporation 21

Table of Contents

Proposal 5 Ratification of Appointment of Independent Auditor

We are seeking stockholder ratification of our appointment of Deloitte, an independent registered public accounting firm, as our independent auditor for the fiscal year ending December 31, 2017. Deloitte has served as our independent auditor since the completion of the Company's initial public offering in January 1997 and, prior to the Annual Meeting, the Audit Committee is expected to re-appoint Deloitte as our independent auditor for the year ending December 31, 2017.

Additional information about Deloitte, including the fees we paid to Deloitte in fiscal years 2016 and 2015, can be found in this Proxy Statement under the caption "Audit and Non-Audit Fees." The report of the Audit Committee included in this Proxy Statement under the caption "Audit Committee Report" also contains information about the role of Deloitte with respect to the audit of the Company's annual financial statements.

A representative of Deloitte is expected to be present at our Annual Meeting, be available to respond to appropriate questions and will have the opportunity to make a statement, if desired.

Stockholder ratification of the appointment of Deloitte as our independent auditor is not required by our Bylaws or otherwise. However, the Board is submitting the appointment of Deloitte to the stockholders for ratification as a matter of good corporate governance. If the stockholders fail to ratify the appointment, the Audit Committee may reconsider whether or not to retain Deloitte. Even if the appointment is ratified, the Audit Committee, in its discretion, may appoint a different independent auditor at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and our stockholders.

VOTE REQUIRED

Ratification of the appointment of Deloitte as our independent auditor will be approved if a majority of the votes cast at the Annual Meeting are cast in favor of the proposal.

RECOMMENDATION

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE AS OUR INDEPENDENT AUDITOR FOR FISCAL 2017.

22 Kilroy Realty Corporation

Table of Contents**Our Board of Directors**

We believe all of the current members of our Board possess the professional and personal qualifications necessary for effective service as a director. In addition to each nominee's specific experience, qualifications and skills, we believe that each nominee has a reputation for integrity, honesty and adherence to high ethical standards and has demonstrated business acumen and an ability to exercise sound business judgment. We believe all nominees have a commitment to the Company and to building long-term stockholder value. Below is a summary of the experience, qualifications and skills of each director nominee, who together (excluding our CEO) have an average tenure on our Board of approximately six years.

DIRECTOR NOMINEES**John Kilroy**

President, Chief Executive Officer and Chairman of the Board

Age: 68

Director Since 1996

John Kilroy was elected to serve as our Chairman of the Board (Chairman) in February 2013 and has been our President, CEO and a director since our incorporation in September 1996. Having led its private predecessor, Kilroy Industries, in a similar capacity, he became its President in 1981 and was elected CEO in 1991. Mr. Kilroy has been involved in all aspects of commercial real estate acquisition, entitlement, development, construction, leasing, financing and dispositions since 1967. With Mr. Kilroy's expertise and guidance, the Company entered the San Francisco and Seattle markets in 2009 and 2010, respectively, very early in the cycle. Mr. Kilroy has actively led the Company to become one of the premier landlords on the West Coast with one of the largest LEED-certified portfolios, spanning some of the strongest markets in the country, from Seattle to San Diego.

Mr. Kilroy currently serves on the board of directors of MGM Resorts International (NYSE: MGM). Mr. Kilroy also serves on the board of governors of the National Association of Real Estate Investment Trusts and the Policy Advisory Board for the Fisher Center for Real Estate and Urban Economics at the University of California, Berkeley, and is a member of The Real Estate Roundtable. Mr. Kilroy previously served on the board of New Majority California and as Chairman of New Majority Los Angeles. He is a past trustee of the El Segundo Employers Association, Viewpoint School, Jefferson Center for

Character Education and the National Fitness Foundation. He was also a member of the San Francisco America's Cup Organizing Committee. Mr. Kilroy attended the University of Southern California.

Specific Qualifications, Attributes, Skills and Experience:

Mr. Kilroy was nominated to serve on our Board because of his more than 30 years of experience with our Company and its predecessors, including 20 years as our President and CEO and approximately 16 and six years as our predecessor's President and CEO, respectively, as well as his experience in acquiring, owning, developing and managing real estate, and his service on the board of governors of a national real estate trade organization.

Edward Brennan, PhD

Lead Independent Director

Age: 65

Director Since 2003

Edward Brennan, PhD has been a member of our Board since July 2003 and our Lead Independent Director since March 2014. He is currently the acting CEO and a director of Abram Scientific, a privately held medical diagnostics company. Until March 2014, Dr. Brennan was CEO of Nexus Dx, Inc., a medical diagnostics company located in San Diego, California. In November 2011, Nexus was acquired by Samsung Electronics Co., Ltd. from ITC Nexus Holding Company, where Dr. Brennan had been Chief Integration Officer following the merger of Nexus Dx, Inc. and International Technidyne Corporation. Previously, he was President and Chief Operating Officer of CryoCor, Inc. until June 2008, when the company was sold to Boston Scientific Corporation. From January 2004, he served as chairman of HemoSense Inc. until its sale to Inverness Medical Innovations in November 2007. While a director of HemoSense since 2000, he was also a Managing Partner of Perennial Ventures, a Seattle-based venture capital firm beginning in 2001. Prior to that time, he served as Vice President at Tredegar Investments. Dr. Brennan has participated in the development, management and financing of new medical technology ventures for over 30 years, including scientific and executive positions with Syntex, Inc.,

Table of Contents**Our Board of Directors****Edward Brennan, PhD***(Continued)*

UroSystems, Inc., Medtronic Inc., DepoMed Systems, Inc. and CardioGenesis Corp. Dr. Brennan also serves on the board of directors of several private companies and previously served on the Board of Trustees of Goucher College, Baltimore, Maryland. Dr. Brennan holds Bachelor's Degrees in Chemistry and Biology and a PhD in Biology from the University of California, Santa Cruz.

Specific Qualifications, Attributes, Skills and Experience:

Dr. Brennan was nominated to serve on our Board because of his executive management and board of directors experience with both public and private companies and specifically, his over 30 years of experience with companies in the health sciences and medical industries, which have historically been target tenants of the Company.

Jolie Hunt

Director

Age: 38

Director Since 2015

Jolie Hunt has been a member of our Board since May 2015. She is the founder and Principal of Hunt & Gather, a marketing and communications agency that helps launch startup ventures, revive the strategic marketing and communications efforts of established brands and utilizes discreet influencer relations to pair like-minded people and places together where there is mutual benefit. Before founding Hunt & Gather in 2013, Ms. Hunt served as Chief Marketing & Communications Officer for AOL, Inc. from 2012 to 2013, and held the role of Senior Vice President, Global Head of Brand & Public Relations at Thomson Reuters from 2008 to 2012. Prior to that time, Ms. Hunt was the Global Director of Corporate & Business Affairs at IBM Corporation from 2006 to 2008 and served as Director of Public Relations for the Financial Times from 2002 to 2006. Ms. Hunt currently serves on the boards of PopTech, The Lowline, the Civilian Public Affairs Council for West Point Military Academy and The Episcopal School of Los Angeles. Ms. Hunt earned a Bachelor's Degree in Mass Communication from Boston University and completed the Global Executive Program at Dartmouth University Tuck School of Business and Spain's IE Business School in 2010.

Specific Qualifications, Attributes, Skills and Experience:

Ms. Hunt was nominated to serve on our Board because of her significant marketing and communications experience, knowledge about trends in the media, entertainment and technology world and the use of technology to advance company brands, which she acquired through her experience working with multiple multinational corporations and as the founder and Principal of Hunt & Gather. The Board believes these positions and experience bring additional, unique skills, perspective and connections to our Board.

Scott Ingraham

Director

Age: 63

Director Since 2007

Scott Ingraham has been a member of our Board since June 2007. He is the co-owner of Zuma Capital, a firm engaged in private equity and angel investing. He was the co-founder (1999), Chairman and CEO of Rent.com, an Internet-based multi-family real estate site, before it was sold to eBay in 2005. Mr. Ingraham was also a co-founder and previously served as the President and CEO of Oasis Residential (Oasis), a public apartment REIT founded in 1992 that merged with Camden Property Trust (Camden) in 1998. In addition to serving on the Company's Board, Mr. Ingraham serves on the board of trust managers of Camden, CPT: NYSE (since 1998), the audit committee of Camden (for six years previously and beginning again in 2016) and the board of directors of RealPage, Inc., RP: NASDAQ (since 2012). He also served on the board of directors of LoopNet, LOOP: NASDAQ, for six years before it was acquired by Co-Star in 2012. Prior to co-founding Oasis, Mr. Ingraham's career was devoted to real estate finance, mortgage and investment banking. He earned a Bachelor's Degree in Business Administration from the University of Texas at Austin in 1976.

24 Kilroy Realty Corporation

Table of Contents**Our Board of Directors****Scott Ingraham***(Continued)**Specific Qualifications, Attributes, Skills and Experience:*

Mr. Ingraham was nominated to serve on our Board because he possesses extensive financial and real estate knowledge based on his experience as Chairman and CEO of Rent.com, President and CEO of Oasis, a member of the board of trustees and a member of the nominating and corporate governance committee, audit committee and compensation committee of Camden, a member of the board of directors and audit committee of LoopNet and a member of the board of directors and audit committee of RealPage, Inc.

Gary Stevenson

Director

Age: 60

Director Since 2014

Gary Stevenson has been a member of our Board since May 2014. Mr. Stevenson has been President and Managing Director of MLS Business Ventures of Major League Soccer since July 2013. Prior to such time, Mr. Stevenson served as President of PAC-12 Enterprises (Pac-12) from 2011 to 2013, where he managed a diversified and integrated company, including the Pac-12 Networks and Pac-12 Properties. Before joining Pac-12, Mr. Stevenson was Chairman and Chief Executive Officer of OnSport Strategies, a sports and entertainment consulting company that he founded in 1997 and later sold to Wasserman Media Group in 2007. From 2007 to 2010, Mr. Stevenson served as Principal for Wasserman Media Group to help handle the integration of OnSport Strategies. Mr. Stevenson previously also served as President of NBA Properties, Marketing and Media for the National Basketball Association from 1995 to 1997, as Chief Operating Officer and Executive Vice President of The Golf Channel from 1994 to 1995 and as Executive Vice President, Business Affairs for PGA Tour from 1987 to 1994. Mr. Stevenson received his Bachelor's Degree from Duke University and his Master's Degree in Business Administration from George Washington University.

Specific Qualifications, Attributes, Skills and Experience:

Mr. Stevenson was nominated to serve on our Board because of his extensive business and operational experience, including his founding role at OnSport Strategies, and his roles as President of Pac-12 and currently as President and Managing Partner of MLS Business Ventures of Major League Soccer. The

Board believes these positions and Mr. Stevenson's entrepreneurship success bring a diverse set of skills, experiences and relationships to our Board.

Peter Stoneberg

Director

Age: 61

Director Since 2014

Peter Stoneberg has been a member of our Board since May 2014. Mr. Stoneberg is currently Managing Partner of Velocity Ventures, LLC (Velocity Ventures), a merchant banking firm that he founded in 2000. From 2000 to 2006, Mr. Stoneberg was with Bank of America Capital Investors (BACI), an investment firm specializing in middle market and large capitalization companies, serving as an investment partner to BACI. Mr. Stoneberg also served as Senior Managing Director of Montgomery Securities, where he founded and led the Technology M&A group, beginning in 1994 until its acquisition by Bank of America in 1999. Prior to such time, Mr. Stoneberg served in various other roles, including Managing Director of Broadview Associates from 1992 to 1994. Previously, he was with IBM and ROLM Corp. as a Marketing Manager and has served as a private equity investor and on the board of directors for Cupertino Electric, Saleslogix Corp. and Netcom Systems. Mr. Stoneberg also previously served as a founder and member of the San Francisco America's Cup Organizing Committee. Mr. Stoneberg received his Bachelor's Degree in Business from the University of Colorado.

Table of Contents

Our Board of Directors

Peter Stoneberg

(Continued)

Specific Qualifications, Attributes, Skills and Experience:

Mr. Stoneberg was nominated to serve on our Board because of his significant relationships, experience with and knowledge of large and small companies in the high-technology industry, particularly those within the San Francisco Bay Area, which have become target tenants of the Company. Mr. Stoneberg also possesses extensive knowledge in the areas of raising equity and debt capital, and mergers and acquisitions based on his experience at BACI, Montgomery Securities and Velocity Ventures. Mr. Stoneberg also has experience as an active board member at three companies, including as a member of the audit and compensation committees of Netcom Systems and Cupertino Electric.

Table of Contents

Corporate Governance

The Company is committed to good corporate governance, which promotes the long-term interests of stockholders, strengthens accountability of the Board and helps build public trust in the Company. Highlights include the following:

**Independent Board
Leadership
and Practices**

Lead Independent Director with a well-defined role and robust responsibilities

Majority of directors are independent (5 out of 6 current directors)

Commitment to Board refreshment with three new independent directors in the last three years

Balanced perspectives in the boardroom with average independent director tenure of six years

Comprehensive risk oversight practices, including cybersecurity and insurance

Strategic update from CEO is a standing Board agenda item

Regular executive sessions of independent directors

Regular Board and committee self-evaluations

Succession Planning Committee formed to formalize regular succession planning efforts

CEO may only serve on the board of directors of one other public company

All key board committees are composed of independent directors

Stockholder proxy access recently amended to align with emerging best practices and respond to stockholder feedback

Majority voting for directors in uncontested elections

Annual directors elections (declassified Board)

**Robust
Stockholder Rights**

Annual Say-on-Pay voting

Stockholder right to call a special meeting

Stockholder right to amend bylaws by a majority vote

No stockholder rights plan

BOARD COMPOSITION AND GOVERNANCE

Director Attendance

During 2016, the Board held five meetings. All directors who served on the Board during 2016 attended at least 75% of the total number of meetings of the Board and meetings of the Board committees on which each director served that were held during the period of the director's service during the year. Directors are encouraged to attend in person the annual meeting of stockholders of the Company. All directors attended the 2016 annual meeting of stockholders.

Independent Directors

Under the corporate governance rules of the NYSE, a majority of the members of the Board must satisfy the NYSE criteria for independence. No director qualifies as independent unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). The Board has determined that each of Dr. Brennan, Ms. Hunt and Messrs. Ingraham, Stevenson and Stoneberg is independent under the current listing standards of the NYSE. In addition, pursuant to our Bylaws, each of Dr. Brennan, Ms. Hunt and Messrs. Ingraham, Stevenson and Stoneberg, comprising at least a majority of the members of the Board, is not an employee, officer or affiliate of the Company or any of its subsidiaries or divisions, or a relative of a principal executive officer, and is not an individual member of an organization acting as an advisor, consultant or legal counsel receiving compensation from the Company in addition to director's fees. In this Proxy Statement, we refer to each of Dr. Brennan, Ms. Hunt and Messrs. Ingraham, Stevenson and Stoneberg as our Independent Directors.

Table of Contents

Corporate Governance

Independent Director Meetings

The Independent Directors meet regularly in executive session without the presence of management. These meetings are generally held on the date of each regularly scheduled Board meeting and on an as-needed basis. Dr. Brennan, our Lead Independent Director, presides over these meetings.

Board Leadership Structure and Lead Independent Director

Our Corporate Governance Guidelines and our Bylaws permit the roles of Chairman and CEO to be filled by the same or different individuals. Our Board believes it is important to select our Chairman and our CEO in the manner it considers in the best interests of the Company and our stockholders at any given point in time. The Independent Directors on our Board assess the role of Chairman and CEO annually to ensure that the Company's leadership structure best fits the Company's specific circumstances and short and long-term challenges.

At this time, our Board believes that the Company and our stockholders are best served by having Mr. Kilroy serve as our Chairman and CEO. Mr. Kilroy's combined role as Chairman and CEO demonstrates clearer accountability and provides a single leader who speaks with one voice to our stockholders, tenants, partners, employees, other stakeholders and the public. The combined Chairman and CEO role also enhances transparency between management and our Board by serving as an efficient and effective bridge for communication between the Board and management on significant business developments and time-sensitive matters, and provides unified leadership for carrying out our strategic initiatives and business plans. The combined Chairman and CEO role is balanced by the number of independent directors serving on our Board, our independent committee chairs and our Lead Independent Director.

Our Corporate Governance Guidelines provide that if the Chairman is also our CEO, or if the Chairman is not otherwise an Independent Director, the Independent Directors will elect annually from amongst themselves a Lead Independent Director. Dr. Brennan is currently our Lead Independent Director and brings to this role considerable skills and experience, as described above in "Our Board of Directors." The role of our Lead Independent Director is designed to further promote the independence of our Board and appropriate oversight of management and to facilitate free and open discussion and communication among the Independent Directors.

The responsibilities of our Lead Independent Director are clearly delineated in our Corporate Governance Guidelines and include:

Presiding at all meetings of our Board at which the Chairman is not present, including executive sessions of the Independent Directors;

Serving as liaison between the Chairman and the Independent Directors;

Approving information sent to our Board;

Approving agendas for meetings of our Board;

Approving meeting schedules of our Board to ensure that there is sufficient time for discussion of all agenda items;

Developing agendas for and calling meetings of the Independent Directors when necessary or appropriate; and

Being available for consultation and direct communication if requested by major stockholders.

We believe this current leadership structure with the combined Chairman and CEO leadership role and a Lead Independent Director enhances our Board's ability to provide insight and direction on important strategic initiatives and, at the same time, promotes effective and independent oversight of management and our business.

Board Oversight of Risk

Our Board is actively involved in risk oversight and the Board as a whole directly oversees strategic, operating, financial and liquidity risks. Operational, financial and strategic presentations by management to the Board include consideration of the challenges and risks to our business, and the Board and management actively engage in discussion on these topics.

Table of Contents

Corporate Governance

In addition, our Board has delegated oversight for specific areas of risk exposure to committees of our Board as follows:

Audit Committee. Reviews specific critical accounting issues with management and the overall impact that those issues may have on our financial position and risk profile. Discusses legal and compliance matters and assesses the adequacy of our risk-related internal controls, which includes an annual review of our fraud risk assessment as part of its general oversight responsibility for the quality and integrity of our financial statements and accounting internal controls. The Audit Committee also oversees the Company's cybersecurity and insurance risks and preparedness.

Compensation Committee. Structures our executive compensation programs so as to appropriately reward executives for operating performance and growth without undue risk taking and oversees, among other things, the assessment and management of risks related to the Company's compensation plans and policies. The Compensation Committee has evaluated our compensation policies and programs and believes that our compensation policies and practices provide appropriate incentives and controls and are not reasonably likely to have a material adverse effect on the Company.

Governance Committee. Oversees Board processes and corporate governance-related risks and reviews all Related Party Transactions and Principal Party Transactions, each as defined below under "Other Matters—Certain Relationships and Related Transactions," including the risks relating to those transactions impacting the Company.

At each regular meeting of our Board, the chairperson of each committee reports to the full Board regarding the matters reported and discussed at any committee meetings, including any matters relating to risk assessment or risk management. Our CEO, Chief Financial Officer, Chief Operating Officer, Chief Accounting Officer and Senior Vice President, Corporate Counsel regularly attend meetings of these committees when they are not in executive session and often report on matters that may not be otherwise addressed at these meetings. In addition, our directors are encouraged to communicate directly with members of management regarding matters of interest, including matters related to risk, at times when meetings are not being held.

Our Board believes that the process it has established to administer the Board's risk oversight function would be effective under a variety of leadership frameworks and, therefore, do not have a material effect on our choice of the Board's leadership structure described above under "Board Leadership Structure and Lead Independent Director."

Succession Planning

Pursuant to our Corporate Governance Guidelines, our Board and our CEO review succession planning, management performance and management development on a regular basis. The Board also maintains an emergency succession

plan that it and our CEO review periodically. To facilitate the Board's succession planning oversight, the Board has established a Succession Planning Committee of the Board that is responsible for reviewing the Company's succession planning and management performance and development, including the Company's emergency succession plan, and making recommendations to the Board with respect to any changes and/or updates thereto. The members of the Succession Planning Committee are Messrs. Kilroy and Stevenson and Dr. Brennan, with Mr. Stevenson serving as its chairman.

Code of Business Conduct and Ethics

Our Board has adopted a Code of Business Conduct and Ethics that applies to our directors, officers (including our CEO, Chief Financial Officer, Chief Accounting Officer and Controller and other members of senior financial management), employees, agents and consultants. This Code of Business Conduct and Ethics satisfies the requirements of a code of business conduct and ethics under the NYSE listing standards and a code of ethics within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and applicable SEC rules. This Code of Business Conduct and Ethics is available in the Investors' Overview Corporate Governance section of the Company's website at <http://www.kilroyrealty.com>. Amendments to, or waivers from, a provision of this Code of Business Conduct and Ethics that apply to the Company's directors or executive officers, including our CEO, Chief Financial Officer, Chief Accounting Officer, Controller and other members of senior financial management, may be made only by the Board or a Board committee and will be promptly posted on our website to the extent required by applicable SEC rules and NYSE listing standards.

Table of Contents**Corporate Governance****Corporate Governance Guidelines**

Our Board has adopted Corporate Governance Guidelines, which provide the framework for the governance of our Company and represent the Board's current views with respect to selected corporate governance issues considered to be of significance to our stockholders. The Corporate Governance Guidelines direct our Board's actions with respect to, among other things, Board composition and director qualifications, selection of the Chairman of the Board and the Lead Independent Director, establishment of the Board's standing committees, director stock ownership guidelines, succession planning and the Board's annual performance evaluation. A current copy of the Corporate Governance Guidelines is available in the Investors' Overview Corporate Governance section of our website at <http://www.kilroyrealty.com>.

BOARD COMMITTEES

Our Board has a standing Audit Committee, Compensation Committee and Governance Committee. Our Audit Committee, Compensation Committee and Governance Committee each operate under a written charter adopted by our Board, which is available in the Investors' Overview Corporate Governance section of the Company's website at <http://www.kilroyrealty.com>.

Director Name	Independent	Audit	Compensation	Governance
Edward Brennan, PhD	L	M	C	M
Jolie Hunt			M	M
Scott Ingraham		C		M

John Kilroy

Gary Stevenson

M

Peter Stoneberg

M

C

L Lead Independent Director

Financial Expert

M Committee Member

C Committee Chairperson

Audit Committee

The Audit Committee's purpose is to assist the Board in fulfilling its oversight responsibilities regarding (i) the quality and integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements; (iii) the independent auditor's qualifications and independence; (iv) the Company's accounting and system of internal controls; and (v) the performance of the Company's internal audit function and independent auditor. Our Board has determined that each member of the Audit Committee satisfies the enhanced independence standards applicable to audit committees pursuant to Rule 10A-3(b)(i) under the Exchange Act and the NYSE listing standards. In addition, each of Messrs. Ingraham and Stoneberg and Dr. Brennan is financially literate and each of Messrs. Ingraham and Stoneberg and Dr. Brennan is an audit committee financial expert as determined by the Board in accordance with the applicable rules of the NYSE and the SEC. The Board based its determination on the qualifications and business experience of each of Messrs. Ingraham and Stoneberg and Dr. Brennan described above under "Our Board of Directors - Director Nominees."

The Audit Committee held six meetings during 2016. Additional information regarding the specific functions performed by the Audit Committee is set forth in the "Audit Committee Report" below.

Executive Compensation Committee

The purpose of the Compensation Committee is to formulate, evaluate and approve the compensation of our officers, as defined in the rules under Section 16 of the Exchange Act, and to discharge our Board's duties and responsibilities relating to our compensation programs and practices, including its incentive and equity-based compensation plans and programs. The Compensation Committee is responsible for, among other things: (i) reviewing and making changes to our compensation philosophy; (ii) reviewing and approving corporate goals and objectives relevant to the compensation of our CEO, evaluating the performance of our CEO in light of those goals and objectives, and determining and approving our CEO's compensation

Table of Contents**Corporate Governance**

level based on such evaluation; (iii) reviewing and approving the compensation for our other executive officers and all executive officers' employment agreements, severance arrangements or any other compensation-related agreements; (iv) reviewing and making recommendations to the Board regarding compensation for non-employee members of our Board; (v) reviewing and making recommendations to the Board regarding the adoption, amendment or any discontinuation of any compensation plans under which Company securities may be issued or which otherwise requires stockholder approval, and approving award grants under any such plan and the terms of any such awards; and (vi) preparing the Compensation Committee Report included in this Proxy Statement. The Compensation Committee held two meetings in 2016.

Our Board has determined that each member of the Compensation Committee satisfies the additional independence requirements specific to compensation committee membership under the NYSE listing standards. In making this determination, the Board considered whether the director has a relationship with the Company that is material to the director's ability to be independent from management in connection with the duties of a member of the Compensation Committee.

In fulfilling its responsibilities, the Compensation Committee may delegate any or all of its responsibilities to a separate committee of the Board or a subcommittee of the Compensation Committee. The Compensation Committee has not delegated any of its authority to set compensation levels of our executive officers or to grant equity awards, but has delegated certain limited administrative authority to management (i) with respect to the 2007 Deferred Compensation Plan, as amended; (ii) to address the settlement of fractional share interests arising under certain equity awards under our 2006 Incentive Award Plan; and (iii) to determine whether certain equity awards would be settled in cash or stock under such plan. In accordance with the Compensation Committee's charter, the Compensation Committee may retain independent compensation advisors and other management consultants. Such advisors and consultants may assist with, among other things, evaluating our various compensation programs, both individually and in the aggregate, including levels of salary, cash and long-term incentives, benefits and other perquisites and awards payable to our key personnel, as well as to advise the Compensation Committee with respect to the development of performance objectives that will contribute to our short-term and long-term profitability, growth and total return to stockholders. In 2016, the Compensation Committee retained Mercer (US) Inc. (Mercer) to assist it in reviewing our compensation programs and the evaluation of specific compensation-related matters. Mercer provided data on the compensation and relative performance of our peer group, advised and provided peer group data regarding our compensation arrangements for our non-employee directors, reviewed drafts of the CD&A and related compensation tables for inclusion in our Proxy Statement filed in 2016, provided advice as the Compensation Committee began its considerations of our executive compensation framework in 2017, and reviewed data in connection with the Compensation Committee's determination of annual cash incentive and performance-based incentive vesting levels for completed performance periods. Mercer also periodically meets privately in executive session with the Compensation Committee. As described further under "Compensation Discussion and Analysis - How We Make Compensation Decisions - Role of Independent Compensation Consultant" below, the Compensation Committee has assessed the independence of Mercer and has concluded that its engagement of Mercer does not raise any conflict of interest with the Company or any of its directors or executive officers.

At the request of the Compensation Committee, certain of our executive officers aid the Compensation Committee in reviewing and analyzing our executive compensation program. Specifically, our CEO provides recommendations to the Compensation Committee regarding the compensation of all other executive officers. Our CEO and Chief Financial Officer also present the overall results of the Company's performance and achievement of historical and go-forward goals and objectives, and our CEO provides evaluations for other executive officers, reviews peer group information and compensation consultant recommendations and participates in certain Compensation Committee meetings at the invitation of the Compensation Committee. Our Chief Financial Officer evaluates the financial implications and affordability of the Company's compensation programs. Other executive officers may periodically participate in the compensation process and Compensation Committee meetings at the invitation of the Compensation Committee to advise on performance and/or activity in areas with respect to which these executive officers have particular knowledge or expertise.

Nominating/Corporate Governance Committee

The purpose of the Governance Committee is to (i) identify individuals qualified to become Board members consistent with criteria approved by the Board; (ii) recommend director nominees for the next annual meeting of stockholders for approval by the Board; (iii) develop and recommend to the Board a set of Corporate Governance Guidelines; (iv) oversee the evaluation of the Board; and (v) generally advise the Board on corporate governance and related matters. The Governance Committee also

Table of Contents

Corporate Governance

serves as the Independent Committee of our Board pursuant to Article III, Section 7 of our Bylaws and approves all transactions between the Company and John B. Kilroy, Sr. or John B. Kilroy, Jr. and their respective affiliates. The Governance Committee held two meetings in 2016.

Additionally, the Governance Committee has the authority to engage any independent counsel or other outside expert or advisors it deems desirable or appropriate.

DIRECTOR SELECTION, EVALUATION AND COMMUNICATIONS

Qualifications of Director Nominees

The Board is committed to having a membership comprised of individuals who by occupation, background and experience are in a position to make a strong, positive contribution to the Company and its stockholders. In considering candidates for nomination or appointment to the Board, the Governance Committee and the Board seek director candidates who, both individually and collectively, have such knowledge, experience and education based on criteria determined by the Governance Committee to be appropriate in the context of the perceived objectives of the Company at a given point in time and to provide balance to the Board's knowledge, perspective, experience and expertise. The Governance Committee has established board membership criteria (the Membership Criteria), which it uses as a guideline in considering nominations to the Company's Board. The criteria include, but are not limited to loyalty, reputation and character, mature business judgment, sufficient time, energy and attention to dedicate to the Company's affairs and compliance with the Company's stock ownership guidelines as set forth in the Corporate Governance Guidelines. In addition, the Company's Bylaws and listing standards of the NYSE require the Board to be composed of a majority of directors who qualify as independent directors as defined therein. In considering director candidates, the Governance Committee and Board do not discriminate based on race, ethnicity, national origin, gender, religion or disability. In addition, in considering the diversity of the Board, the Governance Committee and the Board recognize that nominees for the Board should reflect a reasonable diversity of backgrounds and perspectives, including those backgrounds and perspectives with respect to business experience, professional expertise, age, gender and ethnic background. The Membership Criteria established by the Governance Committee are not exhaustive and the Governance Committee and the Board may consider other qualifications and attributes that they believe are appropriate in evaluating the ability of an individual to serve as a member of the Board. The Governance Committee reviews and assesses the Membership Criteria annually.

Process for Identifying Nominees for Director

At any appropriate time prior to each annual meeting of stockholders at which directors are to be elected, and whenever there is otherwise a vacancy on the Board, the Governance Committee will assess the qualifications and effectiveness of the current Board members and, to the extent there is a need, will seek other individuals qualified and available to serve as potential Board members. The Governance Committee will review each potential candidate's qualifications in light of the Membership Criteria described above. The Governance Committee will select the

candidate or candidates it believes are the most qualified to recommend to the Board for selection as a director nominee.

Stockholder-Recommended Director Candidates

The Governance Committee will consider director candidates recommended by stockholders of the Company. Candidates recommended by a stockholder are evaluated in the same manner as candidates identified by the Governance Committee. All recommendations must be directed to the Governance Committee c/o Secretary at 12200 W. Olympic Boulevard, Suite 200, Los Angeles, California 90064. Recommendations for director nominees to be considered at the 2018 annual meeting of stockholders must be received in writing not later than November 30, 2017.

Each stockholder recommending a person as a director candidate must provide the Company with the following information for the Governance Committee to determine whether the recommended director candidate is independent from the stockholder, or each member of the stockholder group, that has recommended the director candidate:

If the recommending stockholder or any member of the recommending stockholder group is a natural person, whether the recommended director candidate is the recommending stockholder, a member of the recommending stockholder group, or a member of the immediate family of the recommending stockholder or any member of the recommending stockholder group;

32 Kilroy Realty Corporation

Table of Contents

Corporate Governance

If the recommending stockholder or any member of the recommending stockholder group is an entity, whether the recommended director candidate or any immediate family member of the recommended director candidate is an employee of the recommending stockholder or any member of the recommending stockholder group or has been at any time during the current or preceding calendar year;

Whether the recommended director candidate or any immediate family member of the recommended director candidate has accepted directly or indirectly any consulting, advisory or other compensatory fees from the recommending stockholder or any member of the group of recommending stockholders, or any of their respective affiliates during the current or preceding calendar year;

Whether the recommended director candidate is an executive officer or director (or person fulfilling similar functions) of the recommending stockholder or any member of the recommending stockholder group, or any of their respective affiliates; and

Whether the recommended director candidate controls the recommending stockholder or any member of the recommending stockholder group.

The recommending stockholder must also provide supplemental information that the Governance Committee may request to determine whether the recommended director candidate (i) meets the standards of independence established by the NYSE; (ii) satisfies the Membership Criteria described above; and (iii) is qualified to serve on the Audit Committee. In addition, the recommending stockholder must include the consent of the recommended director candidate and the recommended director candidate must make himself or herself reasonably available to be interviewed by the Governance Committee. The Governance Committee will consider all recommended director candidates submitted to it in accordance with these established procedures, although it will only recommend to the Board as potential nominees those candidates it believes are most qualified. However, the Governance Committee will not consider any director candidate if his or her candidacy or, if elected, Board membership, would violate controlling state or federal law.

Annual Board Evaluations

Pursuant to our Corporate Governance Guidelines and the charter of the Governance Committee, the Governance Committee oversees an annual evaluation of the performance of the Board. Each standing committee also conducts a separate evaluation of its own performance and of the adequacy of its charter and reports to the Board on the results of this evaluation. The evaluation process is designed to assess the overall effectiveness of the Board and its committees and to identify opportunities for improving Board and Board committee operations and procedures. The Governance

Committee also reviews the qualifications and effectiveness of individual directors each year when the directors stand for re-nomination. The review of individual directors includes an assessment of each director's skills and experience in relationship to the Membership Criteria and that director's commitment to the Board as evidenced by preparation for, understanding of, and attendance at Board meetings. The results of the individual director evaluations and the Governance Committee's recommendations regarding director nominations are reported to the Board. The annual evaluations are generally conducted in the fourth quarter of each year or in the first quarter of the following year.

Stockholder Communications with the Board

Stockholders may send correspondence to the Board c/o Secretary at 12200 W. Olympic Boulevard, Suite 200, Los Angeles, California 90064. The Secretary will review all correspondence addressed to the Board, or any individual Board member, for any inappropriate correspondence and correspondence more suitably directed to management. The Secretary will summarize all correspondence not forwarded to the Board and make the correspondence available for review at the Board's request. The Secretary will forward stockholder communications to the Board prior to the next regularly scheduled meeting of the Board following the receipt of the communication, as appropriate.

Interested Party Communications with the Independent Directors

Any interested party may send correspondence to the Independent Directors as a group, or to Dr. Brennan, as our Lead Independent Director, directly, c/o Secretary at 12200 W. Olympic Boulevard, Suite 200, Los Angeles, California 90064. The

Table of Contents

Corporate Governance

Secretary will review all correspondence addressed to the Independent Directors or to the Lead Independent Director individually, for any inappropriate correspondence and correspondence more suitably directed to management. The Secretary will summarize all correspondence not forwarded to the Independent Directors or our Lead Independent Director and make the correspondence available for review at the Independent Directors or our Lead Independent Director's request, as applicable. The Secretary will forward interested party communications to the Independent Directors or our Lead Independent Director promptly following the receipt of the communication, as appropriate.

34 Kilroy Realty Corporation

Table of Contents**Audit and Non-Audit Fees**

Deloitte has served as the Company's independent auditor since the completion of the Company's initial public offering in January 1997 and is expected to be reappointed by the Audit Committee for the current fiscal year at its meeting to be held during the second quarter, which will precede the Annual Meeting.

The Audit Committee of the Board has determined that Deloitte is independent with regard to the Company within the meaning of the Exchange Act and the applicable published rules and regulations thereunder in effect on the date of this Proxy Statement. The Audit Committee annually reviews and pre-approves certain audit and non-audit services that may be provided by Deloitte and establishes a pre-approved aggregate fee level for these services. Any proposed services not included within the list of pre-approved services or any proposed services that will cause the Company to exceed the pre-approved aggregate amount requires specific pre-approval by the Audit Committee. Additionally, the Audit Committee may delegate to one or more designated members of the Audit Committee the authority to grant pre-approvals, provided such approvals are presented to the Audit Committee at a subsequent meeting. The Audit Committee has delegated this pre-approval authority to Mr. Ingraham, the chairman of the Audit Committee, although such delegation does not limit the authority of the Audit Committee to pre-approve in its discretion any specific services to be provided by Deloitte.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The aggregate fees billed to the Company by Deloitte for professional services rendered in fiscal years 2016 and 2015 are as follows:

Fees ⁽¹⁾	2016	2015
Audit Fees ⁽²⁾	\$ 1,708,995	\$ 1,379,368
Audit-Related Fees	\$	\$

Tax Fees ⁽³⁾	\$ 484,677	\$ 379,072
All Other Fees	\$	\$
Total Fees	\$ 2,193,672	\$ 1,758,440

- (1) All services rendered for these fees were pre-approved by the Audit Committee in accordance with the Audit Committee’s pre-approval policies and procedures described above. The Audit Committee has concluded that the provision of the non-audit services rendered for the listed fees is compatible with maintaining Deloitte’s independence.
- (2) Includes the aggregate fees billed for the audits of the Company’s and the Operating Partnership’s annual financial statements and internal controls over financial reporting, review of financial statements included in their quarterly reports on Form 10-Q, consultations with management on technical accounting and regulatory issues, consultation and review of filings associated with the Company’s and the Operating Partnership’s 2015 and 2016 equity and bond offerings, and services provided for assistance with and review of other regulatory filings.
- (3) Includes the aggregate fees billed for the review and assistance with the preparation of tax returns, the review of quarterly REIT test compliance, assistance with the preparation of the annual earnings and profit analysis, and review of technical accounting issues.

Table of Contents

Audit Committee Report

The Audit Committee of the Company's Board is composed of Independent Directors who satisfy the requirements of Section 10A-(3)(m) of the Exchange Act and Rule 10A-3(b)(i) thereunder, and the current listing standards of the NYSE. The Audit Committee operates pursuant to a written charter.

The Audit Committee oversees the Company's financial reporting process on behalf of the Board. In fulfilling its oversight responsibilities, the Audit Committee appoints the Company's independent auditors and reviews and discusses the audited financial statements included in the Company's and the Operating Partnership's Annual Report on Form 10-K with management, including the reasonableness of significant judgments and the clarity of disclosures in the financial statements. Management has primary responsibility for the financial statements and the reporting process, including the Company's internal control over financial reporting.

The Company's independent auditors are responsible for performing an audit of the Company's consolidated financial statements and expressing an opinion on the conformity of those audited consolidated financial statements with generally accepted accounting principles. The Audit Committee reviewed and discussed the audited consolidated financial statements of the Company as of and for the year ended December 31, 2016 with management and the Company's independent auditors. The Audit Committee discussed with the Company's independent auditors their judgments as to the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under Auditing Standard No. 1301 (previously Auditing Standard No. 16), *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board (the PCAOB). In addition, the Audit Committee received the written disclosures and the letter from the independent auditors required by PCAOB regarding the independent auditors' communications with the Audit Committee concerning the accountant's independence, and it discussed with the Company's independent auditors their independence from the Company. The Audit Committee also considered the compatibility of the independent auditors' provision of audit, tax and non-audit services with the auditors' independence.

The Audit Committee discussed with the Company's independent auditors the overall scope of their respective audits. The Audit Committee meets with the independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal control over financial reporting, and the overall quality of the Company's financial reporting. In the performance of their oversight function, the members of the Audit Committee relied upon the information, opinions, reports and statements presented to them by the Company's management and by the Company's independent auditors. The Audit Committee held six meetings during 2016.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board (and the Board approved) that the audited financial statements as of and for the year ended December 31, 2016 be included in

the Company's and the Operating Partnership's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 15, 2017.

Audit Committee

Scott Ingraham, Chairman

Edward Brennan, PhD

Peter Stoneberg

The foregoing report of the Audit Committee is not soliciting material, is not deemed filed with the SEC and is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, whether made before or after the date of this Proxy Statement and irrespective of any general incorporation language in such filing.

Table of Contents

Our Executive Officers

John Kilroy

President, Chief Executive Officer and Chairman of the Board

Age: 68

John Kilroy was appointed as Chairman in February 2013 and has served as our President and CEO since our incorporation in September 1996. Biographical information regarding Mr. Kilroy is set forth above under the caption "Our Board of Directors."

Jeffrey Hawken

Executive Vice President and Chief Operating Officer

Age: 58

Jeffrey Hawken has served as our Chief Operating Officer since our inception as a public company in January 1997. Mr. Hawken is responsible for overseeing the Company's overall operations, including leasing, acquisitions and dispositions, asset and property management functions, human resources and legal affairs. Prior to our initial public offering, Mr. Hawken served in the same capacity for Kilroy Industries and was responsible for the management and operations of Kilroy Industries' real estate portfolio and served on its acquisitions and executive committees. In 1980, after graduating from college, Mr. Hawken joined Kilroy Industries as a Senior Financial Analyst and has been involved in property and asset management with the Company since May 1983. Mr. Hawken is a member of the Young Presidents' Organization, Angelino Gold Chapter and has held leadership roles in Young Presidents' Organization, Gold Santa Monica Bay Chapter. Mr. Hawken was a past Chairman of BOMA Greater Los Angeles and currently serves on the National Advisory Committee. Mr. Hawken serves on the Executive Committee at the University of Southern California Lusk Center for Real Estate. He is an active member of the City of Hope Los Angeles Real Estate and Construction Industries Council. Mr. Hawken holds a Bachelor of Science degree in Business Administration from the University of Southern California and he is a licensed Real Estate Broker in the state of California.

Tyler Rose

Executive Vice President,
Chief Financial Officer and
Secretary

Age: 56

Tyler Rose was appointed Executive Vice President and Chief Financial Officer in December 2009 after serving as Senior Vice President and Treasurer since 1997. Prior to his tenure at the Company, Mr. Rose was Senior Vice President, Corporate Finance of Irvine Apartment Communities, Inc. from 1995 to 1997, and was appointed Treasurer in 1996. Prior to that, Mr. Rose was Vice President, Corporate Finance of The Irvine Company from 1994 to 1995. From 1986 to 1994, Mr. Rose was employed at J.P. Morgan & Co., serving in its Real Estate Corporate Finance Group until 1992 and as Vice President of its Australia Mergers and Acquisitions Group from 1992 to 1994. Mr. Rose also served for two years as a financial analyst for General Electric Company. He currently serves as a director of Rexford Industrial Realty, Inc. and on the Policy Advisory Board for the Fisher Center for Real Estate and Urban Economics at the University of California, Berkeley. Mr. Rose received a Master of Business Administration degree from The University of Chicago Booth School of Business and a Bachelor of Arts degree in Economics from the University of California, Berkeley.

Justin Smart

Executive Vice President,
Development and
Construction Services

Age: 57

Justin Smart was appointed Executive Vice President, Development and Construction Services in January 2013. He served as Senior Vice President of Development and Construction Services from August 2000 through December 2012. Mr. Smart has in excess of 25 years of real estate development experience covering a wide range of product types, including office, industrial, residential and resort properties throughout the United States. From June 1996 to August 2000, Mr. Smart was Vice President of Development with Intrawest Corporation, a leading developer of resorts and resort real estate. Prior to 1996, Mr. Smart served as Vice President of Construction with Kilroy Industries.

Table of Contents**Compensation Discussion and Analysis****INTRODUCTION**

This CD&A describes the material elements of our executive compensation program, the compensation decisions made under the program and the factors considered in making those decisions for the NEOs listed below for 2016.

Name	Title
John Kilroy	President, Chief Executive Officer and Chairman of the Board
Jeffrey Hawken	Executive Vice President and Chief Operating Officer
Tyler Rose	Executive Vice President, Chief Financial Officer and Secretary
David Simon	Executive Vice President, Southern California
Justin Smart	Executive Vice President, Development and Construction Services

[Our Business](#)

We are a self-administered REIT that is active in the premier submarkets along the West Coast of the United States. With a more than 70 year history, we have built deep experience in the region through multiple business cycles and operating environments. In 1997, we became a publicly traded REIT and in 2013, we were added to the S&P MidCap 400 Index. We believe the following aspects of our business make us one of the leading office REITs in the United States:

A fully integrated real estate enterprise. Our core management capabilities encompass all aspects of real estate, including the acquisition, financing, development, redevelopment, construction management, leasing, asset management and disposition of office and mixed-use projects.

Strong development experience. We maintain an active, multi-year development program that focuses on economically dynamic locations where anticipated long-term demand is strong, supply is limited and barriers to entry are high.

A leader in sustainability. We are an advocate of sustainability practices and are an industry leader in LEED-certified design, development and property operations.

An innovator in work spaces. We strive to be a leader in rethinking and reshaping the physical work environment, which we believe is necessary to meet the needs of the fast-paced and knowledge-driven businesses that choose to locate in the coastal economies of the western United States.

STOCKHOLDER ENGAGEMENT AND RESPONSE TO OUR 2016 SAY-ON-PAY VOTE

The Compensation Committee values input from the Company's stockholders regarding the Company's executive compensation program. At each annual meeting, we hold a non-binding advisory vote to approve the compensation of our NEOs, which is commonly referred to as a "Say-on-Pay" vote. At our 2016 annual meeting of stockholders, approximately 95.5% of the votes cast were in favor of our Say-on-Pay proposal. The Compensation Committee believes our 2016 Say-on-Pay vote demonstrates that stockholders endorse our executive compensation practices. Since our 2016 annual meeting of stockholders, we engaged with and solicited input from stockholders who together own more than 60% of our outstanding common stock on a variety of topics, including market conditions, corporate strategy and corporate governance practices. Taking this feedback and our 2016 Say-on-Pay vote into account, the Compensation Committee approved our executive compensation program for 2016 without making any significant changes compared to our executive compensation program for 2015.

When making future compensation decisions for our NEOs, the Compensation Committee will continue to consider the views that stockholders express through annual Say-on-Pay votes and through direct communication with our Lead Independent Director, our Board and management.

Table of Contents

Compensation Discussion and Analysis

2016 COMPANY PERFORMANCE

The Company achieved strong financial and operational results and further positioned the Company during 2016 for continued long-term growth. Below is a summary of our key achievements.

Outperforming Total Stockholder Return. We delivered excellent operating and financial results in 2016. For the year, our common stock delivered a 21.5% total return for stockholders, solidly outperforming the 8.6% total return of the MSCI US REIT Index and the 11.6% total return of the SNL US Office REIT Index. Our TSR also outperformed the MSCI US REIT Index, the SNL US REIT Office Index and the median TSR of our peer group over a three-year period. The following chart shows the value of a \$100 investment at market close on December 31, 2013 in the Company, the MSCI US REIT Index and the SNL US REIT Office Index over the three-year period ended December 31, 2016 (assuming dividend reinvestment):

Strong 2016 Financial Performance. During 2016, we generated strong year-over-year financial results, which included the following:⁽⁴⁾

Increased revenues from continuing operations 10.5%

Increased net income available to common stockholders 27.0%

Increased FFO 5.4%

Increased FFO per share 2.1% or 6.6% when adjusted for one-time, non-recurring items

Increased Same-Store Cash NOI 14.3% and Same-Store GAAP NOI 4.6%

Strong Leasing Activity. During 2016, we generated strong leasing results, which included the following:

Signed new or renewing leases on approximately 1.3 million square feet of office and retail space

Achieved office occupancy of 96.0% at year-end 2016, 1.2% higher than 2015, and average occupancy of 95.5% throughout the year

Increased average rents on leases executed during 2016 by 13.4% on a cash basis and 30.2% on a GAAP basis⁽⁵⁾

- (4) See [Appendix A](#) for the definition of FFO and a reconciliation of FFO to our net income available to common stockholders computed in accordance with GAAP, for the definition of net operating income or NOI and a reconciliation of net operating income to our net income available to common stockholders computed in accordance with GAAP, and for the definition of same-store cash NOI and a reconciliation of same-store cash NOI to our net income available to common stockholders computed in accordance with GAAP. Increases are reported as 2016 performance above 2015 levels.
- (5) See [Appendix A](#) for the definition of change in GAAP/cash rents (leases executed) .

Table of Contents

Compensation Discussion and Analysis

Efficiently Managed Development Projects and Positioned New Projects for Commencement. During 2016, we efficiently managed our development program and continued to improve the status and scope of each project as highlighted below.

We stabilized three office projects totaling approximately 713,942 square feet, which were 96% committed, on schedule and on budget with an estimated total investment of approximately \$424.3 million. We also completed construction of a \$160 million, 200-unit residential project that was 57% leased as of December 31, 2016.

We commenced construction on two projects encompassing 400,000 square feet of office and PDR (production, distribution and repair) space in San Francisco, as well as 237 units of residential and approximately 96,000 square feet of retail space in San Diego, aggregating approximately \$495 million of total estimated investment.

We expanded our development pipeline with the acquisition of an additional 1.75-acre site at our Flower Mart project in the SOMA submarket of San Francisco. We have the opportunity to create substantial incremental value by developing office and retail space, subject to obtaining appropriate approvals and entitlements.

We continued to make significant progress on the entitlement process for our near and medium-term development projects. We secured approximately 1.8 million square feet of entitlements between two development projects.

Focus on Value-Add Property Acquisitions. We remained a disciplined buyer of office properties and continued to focus on value-add opportunities in West Coast markets populated by tenants in a variety of industries, including technology, media, healthcare, life science, entertainment and professional services. During 2016, we completed three operating property acquisitions.

Strong Execution of Capital Recycling Program. Capital recycling continues to play an important role in funding our activities and growth. Our general strategy has been to sell non-strategic assets and redeploy some or all of the capital into acquisitions, development and/or re-development where we can leverage our experience and add value to generate higher returns. In 2016, we contracted to sell seven office buildings as well as five non-income producing land parcels in San Diego. In 2016, we closed on the sale of six office buildings and four land parcels. The sale of the remaining one office building closed in January 2017. The total gross proceeds from these dispositions were approximately \$342.8 million.

Strategic Venture. In 2016 we further broadened our capital reach. We entered into two strategic ventures with the world's largest sovereign wealth fund, Norges Bank Real Estate Management (NBREM). NBREM invested in a 44% common equity interest in two existing companies that own office buildings in San Francisco. Based on a valuation of the two properties at approximately \$1,155.0 million, NBREM contributed a total of \$452.9 million to the companies, which is net of existing mortgage debt. In addition to generating capital for our near-term development projects, the transaction established a valuable relationship with a world-class investor that shares our interest in long-term value creation.

Prudent Balance Sheet Management. During 2016, we continued to build and maintain a strong and flexible balance sheet that enables us to fund our development pipeline and respond quickly to attractive opportunities as they arise. Below is a list of key 2016 achievements:

Completed several opportunistic financing transactions that lowered our cost of capital and enhanced our liquidity.

Maintained our debt to EBITDA (earnings before interest, taxes, depreciation and amortization) ratio during a period of extensive development spending at 5.6x at year-end 2016.

Decreased our total debt as a percentage of total market capitalization from 26.7% at year-end 2015 to 24.5% at year-end 2016, among the lowest in our peer group.

Maintained Leadership Position in Sustainability. We continue to be recognized for our industry leading sustainability practices.

Ranked 1st in sustainability performance among 178 North American real estate companies by GRESB, our third year in a row achieving a number one ranking.

Earned the highly competitive GRESB Green Star designation in each of the last four years for ranking in the top 25% of companies worldwide in sustainability performance.

40 Kilroy Realty Corporation

Table of Contents

Compensation Discussion and Analysis

One of only 90 companies selected from approximately 16,000 applicants to receive the U.S. EPA's annual ENERGY STAR Partner of the Year Sustained Excellence Award, the U.S. EPA's highest honor.

Co-winner of NAREIT's 2016 Leader in the Light Award in the Office category for the third year in a row.

Increased our LEED certified square footage by an additional 1.7 million square feet in 2016, resulting in 51% of the stabilized portfolio being LEED certified at year-end 2016.

Increased percentage of stabilized portfolio that has earned ENERGY STAR certifications from 64% in 2015 to 69% in 2016.

Pursuing platinum or gold LEED certification for all development projects.

To learn more about the Company's sustainability efforts, please view our 2016 sustainability report on the Company's website, by visiting <http://kilroyrealty.com/sites/default/files/kilroy-realty-corporation-sustainability-report-2016.pdf>.

DESIGN FEATURES OF THE 2016 EXECUTIVE COMPENSATION PROGRAM

We believe that the structure of our executive compensation program strikes an appropriate balance between the need to attract and retain executives with the expertise and talent required to execute on our active portfolio management strategy, and the need to link compensation with the performance of the Company, including stockholder return. Below is a summary of some of the key design features of our 2016 executive compensation program.

Majority of NEO Target TDC is At Risk. Approximately 87% of our CEO's (and approximately 84% of our other NEOs') target TDC for 2016 was not guaranteed but rather was tied directly to the performance of the Company, the Company's stock price and/or individual performance, as depicted in the below pay mix charts.

Annual cash incentives are at risk because the final annual cash incentive awards are based on Company and individual performance and subject to variation. Actual cash incentives could range from 0% to approximately 150% of each NEO's target annual cash incentive based on actual performance.

Long-term incentives (equity awards) are at risk because the final award value depends on our stock price, continued service over a three-year (or four-year, in the case of the special award to Mr. Hawken) vesting period and, for nearly three-quarters of our CEO's 2016 annual equity award (and approximately two-thirds for our other NEOs), the satisfaction of performance-based vesting conditions that include (1) the possibility of complete forfeiture if a minimum operating performance threshold is not achieved in the year in which the award is granted without the opportunity to vest in any future year and (2) relative TSR goals that apply over the entire three-year vesting period.

Table of Contents

Compensation Discussion and Analysis

Base Salaries Remained Flat. None of our NEOs received an increase in annual base salary for 2016.

Annual Cash Incentives Remained Flat. None of our NEOs received an increase in target or actual annual cash incentive for 2016.

Annual Long-Term Incentives Remained Flat. None of our NEOs received an increase in the grant date value of their annual equity awards granted for 2016 (as these values are approved by the Compensation Committee and used to determine the number of shares subject to the awards).

Annual Cash Incentives Based on a Performance Measurement Framework. The Compensation Committee continued to make final annual cash incentive determinations based on a rigorous performance measurement framework that measures the Company's actual performance against pre-set financial and operational goals and each NEO's contribution to such goals. The 2016 framework evaluated the Company's actual 2016 performance against pre-set goals within the following five categories: (1) operations, (2) balance sheet management, (3) acquisitions, (4) dispositions and (5) development, and took TSR performance into account. Based on the Company's performance (as reflected on page 46), the Compensation Committee determined that the final 2016 annual cash incentives for our NEOs would be above target levels but less than maximum.

Majority of Target TDC is in the Form of Long-Term Incentives. The most significant component of each NEO's total compensation opportunity is in the form of long-term incentive awards that vest over a three-year period. In 2016, approximately 59.8% of our CEO's (and approximately 63.1% of our other NEOs') target TDC was in the form of a long-term incentive award. The purpose of this weighting is to further align the interests of our NEOs with those of our stockholders.

Majority of Long-Term Incentives are Performance-Based. In 2016, nearly three-quarters of our CEO's (and approximately two-thirds of each of our other NEOs') annual long-term incentive award was subject to performance-based vesting requirements that cliff-vest at the end of a three-year vesting period, subject to continued service through the end of such performance period, and includes a performance measure indexed to our relative TSR over that period. The balance of each NEO's total annual long-term incentive award vests ratably in annual installments over a three-year vesting period, subject to continued service through the applicable vesting date.

Enhanced Operating and Financial Goals. Key operating and financial goals used to determine 2016 annual cash incentives for our NEOs, as well as the FFO goal used in the 2016 annual performance-based long-term incentive equity award grants for our NEOs, were set at levels above the goals used for the prior year.

Target TDC Considers Market Pay Levels and Payouts are Linked to Performance. The Compensation Committee did not set 2016 target TDC levels at any specific percentile against our peer group. Rather, the Compensation Committee considered final 2015 peer group compensation data to inform its decision making process for 2016. In setting the 2016 compensation levels, the Compensation Committee believed that our NEOs' 2016 target TDC levels would generally be above the median for executives holding similar positions at companies in our peer group for 2016 and that the 2016 target TDC levels for our NEOs were appropriate for the following reasons:

- Ø ***Active Portfolio Management Strategy in Highly Competitive Markets.*** Our business model requires an active portfolio management strategy. Implementing this strategy requires a broader skill set than those of executives who focus primarily on managing cash flows of a more static investment portfolio. Our active portfolio management strategy distinguishes us from many of the companies in our peer group. We set pay above the median in order to attract and retain executives with the skill sets that we believe are best suited to successfully implement our strategy and create long-term value for our stockholders.
- Ø ***Target TDC Realized Only if Target Goals Achieved.*** In 2016, 72% of our CEO's (and 61% of our other NEOs) target TDC was performance-based. As a result, our NEOs will only receive 100% of their target TDC if the Company achieves all of its pre-established performance goals.
- Ø ***Majority of NEO Target TDC Linked to Performance and Subject to Forfeiture.*** 100% of the annual cash incentive value that our NEOs can realize is linked to Company performance through a formalized performance measurement framework, which allows each NEO to earn between 0% and approximately 150% of their target cash incentive depending on the Company's performance against pre-established goals. In addition, and as noted above, nearly three-quarters of our CEO's (and approximately two-thirds of our other NEOs) 2016 annual

42 Kilroy Realty Corporation

Table of Contents

Compensation Discussion and Analysis

long term incentive award is performance-based and subject to complete forfeiture if a minimum FFO Per Share threshold is not achieved in the year in which the award is granted and is further subject to relative TSR performance against the SNL US REIT Office Index over the entire three-year vesting period. Furthermore, both the time- and performance-based portion of the equity awards have direct alignment with share price movement and dividends paid.

- Ø **Outperforming TSR.** As indicated in the table on the first page of the Proxy Summary, our TSR for the three-year period ending December 31, 2016 outperformed the MSCI US REIT Index, the SNL US REIT Office Index and the median of our peer group.

COMPENSATION PHILOSOPHY AND OBJECTIVES

Our executive compensation philosophy is designed to achieve the following objectives:

To set total compensation to be competitive with companies in our peer group, taking into account our active portfolio management strategy and the skill set required to implement that strategy;

To align executive compensation with the Company's corporate strategies, business objectives and the creation of long-term value for our stockholders without encouraging unnecessary or excessive risk taking;

To provide an incentive to achieve key strategic and financial performance measures by linking annual cash incentive award opportunities to the achievement of corporate and operational performance objectives in these areas;

To provide a majority of target total direct compensation for the NEOs in the form of long-term incentive equity awards; and

To help the Company attract, retain and incentivize talented and experienced individuals in the highly competitive West Coast employment and commercial real estate markets.

WHAT WE PAY AND WHY: EXECUTIVE COMPENSATION ELEMENTS

The following table sets forth the key elements of our executive compensation program, along with the primary objective and key features associated with each element of compensation.

Compensation Element	Primary Objective	Key Features	Page Reference
Base Salary	<p>To provide a regular source of income so employees can focus on day-to-day responsibilities.</p> <p>To recognize ongoing performance of job responsibilities.</p>	<p>Competitive pay, taking into account job scope, position, knowledge, tenure, skills and experience.</p>	Page 44
Annual Cash Incentives (Cash Bonuses)	<p>To motivate and reward for achievement of annual financial and operational goals and other strategic objectives measured over the year.</p>	<p>Final payouts are awarded to our NEOs under a cash incentive performance measurement framework that is based on specific metrics and pre-set objective goals.</p>	Page 44
Long-Term Incentives (Equity Awards)	<p>To emphasize long-term performance objectives.</p> <p>To align the interests of our NEOs with stockholder interests.</p> <p>To encourage the maximization of stockholder value and retain key executives through the performance and vesting periods.</p>	<p>For 2016, approximately two-thirds of each NEO's annual long-term incentive award (and nearly three-quarters for our CEO) was subject to performance-based vesting requirements over a three-year vesting period, subject to complete forfeiture if a minimum FFO Per Share threshold is not achieved in the year in which the award is granted (without the opportunity to vest in any future year) and further subject to a relative TSR modifier over the entire three-year vesting period.</p>	Page 47

Table of Contents

Compensation Discussion and Analysis

2016 NAMED EXECUTIVE OFFICER COMPENSATION

The Compensation Committee reviews and authorizes each NEO's compensation on an annual basis. Executive compensation is not established at any particular level against peer group data. Rather, the Compensation Committee generally considers the following factors:

The performance of the Company (e.g., TSR, operations, financial performance, acquisitions, dispositions, development and balance sheet management);

The performance of each NEO;

The contribution of each NEO to our overall results;

Input from our CEO (with respect to our other NEOs);

Additional roles or responsibilities assumed;

Experience, skill set and tenure;

Base salary, target annual cash incentive and long-term incentive grant levels for comparable positions at companies in our peer group;

The NEO's employment agreement (if any); and

The relative need to retain the NEO.

Base Salary

General Description

As noted above, we provide base salaries to provide a regular source of income so employees can focus on day-to-day responsibilities and to recognize ongoing performance of job responsibilities.

Decisions for 2016

The Compensation Committee determined that each NEO's 2016 base salary level would remain at the same level as in effect for 2015. The 2016 base salary for each of our NEOs was as follows: \$1,225,000 for Mr. Kilroy, \$675,000 for Mr. Hawken and \$500,000 for each of Messrs. Rose, Smart and Simon.

Annual Cash Incentives

General Description

Our annual cash incentives are based on the annual performance of our Company, as measured by a performance measurement framework, and each individual's contribution to the annual performance of our Company.

During the first quarter of the performance year, the Compensation Committee establishes a target annual cash incentive amount for each NEO and approves a performance measurement framework for that year. The Compensation Committee selects the performance categories, metrics and goals that it believes will accurately assess the annual performance of the Company and the building of long-term value for our stockholders. The performance measurement framework is comprised of performance categories (e.g., operations, balance sheet management, acquisitions and dispositions, and development) and each category includes performance metrics and specific objective goals that relate to each metric.

During the first quarter following the end of the performance year, the Compensation Committee compares the Company's actual performance results to the pre-established objective goals. The pre-established goals are based on the budgeted goals set forth in the Company's business plan and are reviewed and approved or modified by the Compensation Committee at the beginning of each year. The Compensation Committee then rates performance as either Extraordinary, Superior, On Target, Below Expectations or Well Below Expectations, resulting in percentages approximating 150% of target, 125% of

Table of Contents

Compensation Discussion and Analysis

target, 100% of target, 50% of target or 0% of target, respectively. As a result, the Compensation Committee's final annual cash incentive determinations may be more or less than the targeted amount based on the Company's actual performance and the ultimate rating assigned by the Compensation Committee.

Individual awards, however, may vary based on the Compensation Committee's consideration of each NEO's contributions or achievements. Awards may also vary based on a greater emphasis on certain categories, which may result in annual cash incentive variations between executives who are principally responsible for those categories and those who are not. The Compensation Committee does not apply specific weighting to performance categories and final annual cash incentive amounts are determined based on a holistic assessment of results achieved, including consideration of the Company's TSR.

The Compensation Committee believes this approach reflects an appropriate balance between applying objective criteria to determine each NEO's annual cash incentive, on the one hand, and a desire to keep each NEO focused on strategic decisions that are in the long-term best interests of our stockholders, on the other hand. Since our business strategy requires us to actively manage our property portfolio, the Compensation Committee believes that a rigid annual cash incentive formula could undermine opportunistic decisions that have a negative impact on short-term gains but create long-term stockholder value (e.g., midyear changes in our strategy or portfolio due to a shift in market conditions or unanticipated opportunities can significantly alter specific objective goals that are set early in the year).

Decisions for 2016

The Compensation Committee determined that each NEO's 2016 target annual cash incentive amount would remain at the same level as in effect for 2015. Key operating and financial metrics used in the 2016 performance measurement framework, including FFO, FFO Per Share, FAD, FAD Per Share, Revenue, NOI and same-store cash NOI (each as described below), were set at levels that exceeded the achieved results for 2015.

Although our CEO's employment agreement provides for a \$3,000,000 target annual cash incentive amount, our CEO's 2016 target level was again reduced from \$3,000,000 to \$2,700,000 in order to place a greater emphasis on long-term incentives and enhance alignment with long-term stockholder returns. Mr. Hawken's target cash incentive level for 2016 was 200% of his base salary and the target cash incentive level for each of our other NEOs was 100% of the executive's base salary.

Table of Contents

Compensation Discussion and Analysis

The design of the 2016 performance measurement framework is consistent with the design of the 2015 performance measurement framework. The following table shows the 2016 performance measurement framework and 2016 goals approved by the Compensation Committee in January 2016 and the Company's actual 2016 performance.

2016 Performance Measurement Framework

Category	Metric	2016 Goals	2016 Performance
Operations	FFO (\$MM) ⁽¹⁾ :	\$327.0	\$333.7
	FFO Per Share ⁽¹⁾ :	\$3.41	\$3.46
	FAD (\$MM) ⁽²⁾ :	\$218.0	\$245.7
	FAD Payout Ratio ⁽²⁾ :	63.0%	57.1%
		\$2.28	\$2.54

FAD Per Share⁽²⁾:

Revenue (\$MM): \$628.0 \$642.6

\$449.0

NOI (\$MM)⁽²⁾: \$470.0

Same-Store Cash NOI Growth⁽²⁾: 6.0% - 8.0% 14.3%

Leasing SF: 800k 1.3M

Year-End Occupancy: 94.8% 96.0%

Balance Sheet	Debt/EBITDA:	6.5x	5.6x ⁽⁴⁾
	Equity:	\$0.0	\$31.9
Management⁽³⁾	Debt Financing:		
		\$150.0	\$170.0 ⁽⁵⁾

\$394.6

Acquisitions	Total Acquisitions (\$MM):	\$0.0
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Dispositions	Total Dispositions (\$MM):	\$350.0 to \$650.0	\$795.7 ⁽⁶⁾
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Development

Stabilized three projects totaling approximately 713,942 square feet, which were 96% committed. We also completed construction of a 200-unit residential project that was 57% leased as of December 31, 2016. In addition, we have one \$230 million project with approximately 377,000 square feet of rentable space in lease-up which was 86% committed as of December 31, 2016.

Secured approximately 1.8 million square feet of entitlements between two development projects. In the Del Mar submarket of San Diego, we received full entitlement of the One Paseo mixed-use development project, totaling approximately 1.1 million square feet, and commenced construction on phase one in 2016. In the prime South Lake Union submarket of Seattle, we received full entitlement of an approximately 700,000 square feet office building development project.

Expanded our development pipeline with the acquisition of an additional 1.75-acre site at our Flower Mart project in the SOMA submarket of San Francisco for approximately \$79.0 million.

⁽¹⁾ See [Appendix A](#) for the definition of FFO and a reconciliation of FFO to our net income available to common stockholders computed in accordance with GAAP, and for the definition of FFO per share and a reconciliation of FFO per share to our net income available to common stockholders computed in accordance with GAAP. FFO Per Share is also used as a performance metric under the performance-based component of our NEO equity awards. The Compensation Committee believes it is nevertheless appropriate to take FFO Per Share into account in our performance measurement framework because it is a key metric for the Company, frequently used by investors to assess REIT performance and is only one of many measures (disclosed above) used to assess performance under the framework.

Table of Contents

Compensation Discussion and Analysis

- (2) See Appendix A for the definition of FAD (or Funds Available for Distribution), FAD Per Share, FAD Payout Ratio, NOI and a reconciliation of NOI to our NOI computed in accordance with GAAP, and for the definition of same-store cash NOI and a reconciliation of same-store cash NOI to our net income available to common stockholders computed in accordance with GAAP.
- (3) As of December 31, 2016.
- (4) Pro-rata for the Company's 56% ownership in two strategic ventures with NBREM.
- (5) Excludes \$250 million of private placement debt completed in 2016 but as to which the funds were not drawn until 2017.
- (6) Includes \$12 million sale of 5717 Pacific Center Blvd. which was held for sale as of December 31, 2016 but the sale was not completed until January 2017.

Based on the Compensation Committee's review of the Company's actual 2016 performance disclosed in the chart above, the Compensation Committee determined that the Company's overall performance for 2016 was above "Superior but below" Extraordinary. In addition, and while the Company's TSR performance is more directly taken into account through the value of, and applicable performance metrics under, the Company's equity awards, the Compensation Committee also took the Company's 2016 TSR performance into account in determining that it was appropriate to pay 2016 annual cash incentive amounts for the NEOs at less than the maximum levels. As a result, the 2016 annual cash incentive amounts exceeded target payout levels but were below the maximum payout level.

The Compensation Committee determined that each of the NEOs made significant contributions to the Company in 2016, although the level of impact each NEO had on the Company's 2016 results varied somewhat. Differences between each NEO's actual 2016 annual cash incentive amount compared to each NEO's 2016 target annual cash incentive amount also reflect the Compensation Committee's overall qualitative assessment of each NEO's performance, and relative contribution to and responsibility for each of the performance categories and metrics.

The 2016 target and actual annual cash incentive amount determined by the Compensation Committee for each NEO is set forth in the chart below.

Named Executive	2016 Target Cash Incentive	2016 Actual Cash Incentive
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	Amount	Amount
John Kilroy	\$2,700,000	\$3,800,000
Jeffrey Hawken	\$1,350,000	\$1,600,000
Tyler Rose	\$ 500,000	\$ 700,000
David Simon	\$ 500,000	\$ 650,000
Justin Smart	\$ 500,000	\$ 700,000

Long-Term Incentives

General Description

Our annual long-term incentives are structured as equity awards in the form of restricted stock units (RSUs) that vest over a three-year period. Each RSU is equivalent in value to and will be paid in one share of our common stock, subject to the satisfaction of applicable vesting conditions. Directly linking the value of RSUs to our stock price aligns our NEOs' interests with those of our stockholders. RSU awards are typically granted to our NEOs, and any applicable performance goals are set, at the beginning of each performance year. The NEOs do not have the right to vote or dispose of any RSUs prior to vesting. Each RSU is granted in tandem with a corresponding dividend equivalent right that entitles the NEO to be credited with additional RSUs upon the Company's payment of dividends to stockholders of outstanding shares of our common stock if the dividend equivalent right is or was outstanding on the Company's common stock record date. Any such additional RSUs credited in respect of dividend equivalent rights are subject to the same vesting terms as the original RSUs and vest (if at all) together with the underlying RSU to which they relate. In addition to annual equity awards, we occasionally make grants of equity

Table of Contents

Compensation Discussion and Analysis

awards at other times at the discretion of the Compensation Committee, such as in connection with hiring or promoting executive officers. However, no such equity awards were granted to our NEOs in 2016 other than a special RSU award granted to Mr. Hawken as described below.

Decisions for 2016

The Compensation Committee determined that the grant date value of each NEO's 2016 annual equity award (as approved by the Compensation Committee and used to determine the number of shares subject to the awards) would remain at the same level as in effect for 2015. In addition, the design of the annual equity awards granted to our NEOs in 2016 is consistent with the design of the annual equity awards granted to our NEOs in 2015. Based on the grant date fair value of each 2016 annual equity award granted to our NEOs, the 2016 annual equity awards consist of the following:

Approximately two-thirds of each NEO's total annual equity award (and nearly three-quarters for our CEO) are RSUs subject to performance-based vesting requirements (performance-based RSUs). The performance-based RSUs cliff vest, if and to the extent the performance goals are achieved, in one lump sum after the end of the three-year vesting period. The Compensation Committee set the 2016 operational goal (i.e., the FFO Per Share metric) for the performance-based RSUs above the goal used for the prior year.

Approximately one-third of each NEO's annual equity award (and approximately one quarter for our CEO) are RSUs subject to a time-based vesting schedule (time-based RSUs). The time-based RSUs vest ratably in annual installments over a three-year vesting period and payouts are subject to continued service through the applicable vesting date.

The Compensation Committee also believed that a majority of each NEO's total 2016 annual equity award should be subject to performance-based vesting requirements to accomplish the following objectives:

Align overall reward opportunity with actual performance delivered;

Require achievement of pre-defined operating goals using a performance measure that is reflective of management's efforts (i.e., the FFO Per Share metric);

Require sustained longer-term performance of the Company's share price by including a relative TSR modifier that measures the Company's performance against other office REIT competitors in the SNL US REIT Office Index over the entire three-year vesting period (i.e., the TSR Percentile Ranking metric); and

Create an additional retention incentive, as vesting is contingent on each NEO's continued service through the end of the three-year vesting period.

2016 Annual Equity Award Values

In January 2016, the Compensation Committee granted each NEO a number of time-based RSUs and a target number of performance-based RSUs, each expressed as a dollar value that was then converted into a number of RSUs by reference to the fair market value of the Company's common stock on the date of grant. These dollar values are set forth in the chart below and are the same values that were used to determine the number of shares subject to the NEO's annual equity award in 2015. The Compensation Committee determined that the aggregate dollar value for each NEO's 2016 annual equity award was appropriate based on its consideration of the factors listed on page 44.

Named Executive	January 2016 Annual Equity Awards Target		Total Equity Award
	Time-Based RSUs ⁽¹⁾	Performance-Based RSUs ⁽¹⁾	
John Kilroy	\$1,500,000	\$4,250,000	\$5,750,000
Jeffrey Hawken	\$ 617,000	\$1,234,000	\$1,851,000
Tyler Rose	\$ 550,000	\$1,100,000	\$1,650,000
David Simon	\$ 500,000	\$1,000,000	\$1,500,000
Justin Smart	\$ 500,000	\$1,000,000	\$1,500,000

Table of Contents**Compensation Discussion and Analysis**

- (1) These amounts are the values approved by the Compensation Committee in January 2016 and converted into the corresponding number of RSUs (the number of RSUs at the target level of performance in the case of the performance-based RSUs) based on the closing price of the Company's common stock on the date of grant of the awards and rounded up to the nearest whole share. For the accounting fair value of these awards as reflected in the Summary Compensation Table, please refer to footnote (1) to the Summary Compensation Table. There was no increase in these values for 2016—these values are the same values as were approved by the Compensation Committee in 2015 and used for purposes of granting the 2015 annual equity awards for the NEOs.

2016 Performance-Based RSUs

The 2016 performance-based RSUs vest in one lump sum on the first date following December 31, 2018 on which the Compensation Committee determines if, and to the extent, the performance vesting conditions have been achieved by the Company. The total number of 2016 performance-based RSUs that ultimately vest will be determined as follows:

- (1) The target number of performance-based RSUs granted to each NEO is first multiplied by an FFO Per Share modifier that ranges from 0% to 150%, which percentage is determined by the FFO Per Share achieved by the Company for the 2016 performance year as shown in the table below (the number of RSUs resulting from this calculation is referred to as Banked Shares subject to the award).

FFO Per Share (for 2016)*	FFO Per Share Modifier*
\$3.57 or greater	150%
\$3.42	100%
\$3.27	50%
	0% (complete forfeiture)

Less than \$3.27

* Determined on a pro-rata basis between points

- (2) The Banked Shares subject to the award are then multiplied by a TSR modifier that ranges from 66.6667% to 133.3333% for each NEO except our CEO (and from 50% to 150% for our CEO), which percentage is determined by (a) calculating the percentile ranking of the Company's TSR for each year of the performance period (2016-2018) amongst the TSRs for the companies in the SNL US REIT Office Index (the TSR rank for each year, the TSR Percentile), (b) averaging the three individual TSR Percentiles (such average, the TSR Percentile Ranking) and (c) plotting the TSR Percentile Ranking on the table below and identifying the corresponding TSR modifier.

TSR Percentile Ranking* (2016-2018)	TSR Modifier* (for NEOs except CEO)	TSR Modifier* (for CEO)
80 th percentile or greater	133.3333%	150%
40 th percentile or greater, but equal to or less than		
60 th percentile	100%	100%
20 th percentile or lower	66.6667%	50%

* Determined on a pro-rata basis between points

- (3) The calculation above will have the effect of either increasing or decreasing the Banked Shares subject to the award by the TSR modifier as follows:

If the TSR Percentile Ranking is between the 40th percentile, but equal to or less than the 60th percentile, then there is no modification up or down to the Banked Shares.

If the TSR Percentile Ranking is below the 40th percentile, then the Banked Shares may be reduced by up to 50% for our CEO's award and by up to 33% for our other NEOs' awards.

If the TSR Percentile Ranking is greater than the 60th percentile, then the Banked Shares may be increased by up to 50% for our CEO s award and by up to 33% for our other NEOs awards.

Kilroy Realty Corporation 49

Table of Contents

Compensation Discussion and Analysis

The FFO Per Share measure applies to the year in which the award was granted. This measure was selected as a performance metric because it is a financial measure commonly used by analysts and investors to evaluate a REIT's operating performance and overall management of its property portfolio. This measure adjusts the initial target number of performance-based RSUs upward or downward depending on the Company's FFO Per Share performance and also provides for the complete forfeiture of the performance-based RSUs with no opportunity to vest in a future year if the pre-established threshold FFO Per Share amount is not achieved.

The TSR Percentile Ranking is calculated by averaging the TSR Percentile results from each year of the three-year performance period and was included to further align executives' interests and potential rewards with stock price performance on a relative basis over a longer-term performance period. The increased up-side and down-side leverage applied to the TSR Percentile Ranking for the award to our CEO reflects his responsibility for the overall performance of the Company.

Please see the discussion under "Named Executive Officer Compensation Tables - Description of Plan-Based Awards Performance-Based RSUs" on page 66 below for more information on determining FFO Per Share, TSR Percentile Ranking, and FFO and TSR modifiers for purposes of these awards.

The following chart illustrates the operation of the performance-based RSUs awarded in 2016 and discussed above:

2016 Performance Year Under 2016 Annual Equity Awards

In January 2017, the Compensation Committee determined that the Company's 2016 FFO Per Share, when adjusted in accordance with the 2016 RSU award agreement, was \$3.4973. As a result, 143.65% of the target number of performance-based RSUs awarded in 2016 to each NEO were banked and became eligible to vest, subject to (1) further adjustment (up or down) based on the Company's TSR Percentile Ranking (i.e., the average of the Company's TSR Percentile for the 2016, 2017 and 2018 performance years) and (2) continued service through the remainder of the three-year performance period. The Compensation Committee also determined that the Company's 2016 TSR Percentile ranked in the 56th percentile. If the Company's 2016 FFO Per Share performance and 2016 TSR Percentile rank are taken into account, between 96.2% and 191.5% of the target number of performance-based RSUs awarded in 2016 to each NEO (and between 71.8% and 215.5% of the target number of performance-based RSUs awarded in 2016 to our CEO) will vest at the end of the three-year performance period, subject to continued service through the remainder of the three-year performance period and with the final number of 2016 performance-based RSUs vesting to be determined within that range based on the Company's TSR Percentile ranks for 2017 and 2018.

50 Kilroy Realty Corporation

Table of Contents**Compensation Discussion and Analysis*****2016 Performance Year Under 2015 Annual Equity Awards***

In January 2015, the Compensation Committee awarded the NEOs RSUs that had a structure similar to the RSUs awarded to the NEOs in January 2016. In January 2016, the Compensation Committee determined that the Company's 2015 FFO Per Share, when adjusted in accordance with the 2015 RSU award agreement, was \$3.44. As a result, 150% of the target number of performance-based RSUs awarded in 2015 to each NEO was banked and became eligible to vest, subject to (1) further adjustment (up or down) based on the Company's TSR Percentile Ranking (i.e., the average of the Company's TSR Percentiles for the 2015, 2016 and 2017 performance years) and (2) continued service through the remainder of the three-year performance period. The Compensation Committee also determined that the Company's 2015 TSR Percentile for purposes of these awards ranked in the 27th percentile. In February 2017, the Compensation Committee determined that the 2016 TSR Percentile for purposes of these awards ranked in the 50th percentile. If the Company's 2015 FFO Per Share performance and 2015 and 2016 TSR Percentile ranks are taken into account, between 114.7% and 150% of the target number of performance-based RSUs awarded in 2015 to each NEO (and between 96.5% and 150% of the target number of performance-based RSUs awarded in 2015 to our CEO) will vest at the end of the three-year performance period, subject to continued service through the remainder of the three-year performance period and with the final number of 2015 performance-based RSUs vesting to be determined within that range based on the Company's TSR Percentile for 2017.

2016 Performance Year Under 2014 Annual Equity Awards (TSR Modifier Resulted in No Upside Modification)

In January 2014, the Compensation Committee awarded the NEOs RSUs that had a structure similar to the RSUs awarded to the NEOs in January 2015 and January 2016. On February 3, 2017, the Compensation Committee made a final determination that 150% of the target number of 2014 performance-based RSUs awarded to each NEO vested. The Compensation Committee's final determination was based on (a) 150% of the target number of 2014 performance-based RSUs awarded to each NEO being banked as a result of the Company's 2014 FFO Per Share performance and (b) no further modification being applied to those banked shares as a result of the Company's TSR Percentage Ranking at the 56th percentile (i.e., the average of the Company's 2014, 2015 and 2016 TSR Percentile ranks as determined pursuant to the terms of these awards).

2012 and 2013 Special Performance Awards (TSR Metric Resulted in No Awards Vesting in 2015)

The Company awarded performance-based RSUs to Messrs. Kilroy and Hawken in 2012 and 2013, respectively, that are eligible to vest in substantially equal annual installments over the term of the award (2012-2018 in the case of the award granted to Mr. Kilroy in 2012 and 2013-2018 in the case of the award granted to Mr. Hawken in 2013). These awards are referred to in this Proxy Statement as the Special TSR Awards. The vesting of each installment of the Special TSR Awards is subject to the achievement of one of the following performance goals, and further subject to the executive's continued employment through the applicable vesting date: (1) achievement of an annual TSR equal to 7.5% for the applicable calendar year; (2) achievement of a TSR that exceeds the TSR for the SNL US REIT Office Index for the applicable calendar year; or (3) achievement of a cumulative stockholder return goal not later than December 31, 2018. The cumulative stockholder return goal is based on an annualized TSR over the applicable term of the award of 7.5%. No portion of the Special TSR Awards vested based on the 2015 TSR. In December 2016, the

Compensation Committee determined that the Company achieved both the annual TSR goal and the cumulative TSR goal in 2016, thus Messrs. Kilroy and Hawken vested in both the 2015 and 2016 installments of the Special TSR Award in 2016.

2016 Special RSU Award to Mr. Hawken

In January 2016, the Company awarded Mr. Hawken a special RSU award with a grant date value of \$2 million in addition to his regular annual equity award. The Compensation Committee based its decision on an assessment of Mr. Hawken's additional responsibilities and as an additional retention incentive.

Half of the RSUs granted in connection with Mr. Hawken's special 2016 RSU award are subject to time-based vesting requirements with vesting scheduled to occur in four equal annual installments on December 31 each year from 2016 through 2019, subject to his continued service. The other half of the RSUs granted in connection with Mr. Hawken's special 2016 RSU award are subject to both time-based and performance-based vesting conditions.

Table of Contents**Compensation Discussion and Analysis**

The performance-based RSUs awarded are eligible to vest in substantially equal annual installments over a four-year period (2016-2019) based on the achievement of one of the following performance goals, subject to Mr. Hawken's continued employment through the end of the applicable year: (1) achievement of an annual TSR equal to 7.5% for the applicable calendar year; (2) achievement of a TSR that exceeds the TSR for the SNL US REIT Office Index for the applicable calendar year; or (3) achievement of a cumulative stockholder return goal not later than December 31, 2019. The cumulative stockholder return goal is based on an annualized TSR over the applicable period of 7.5%. The Compensation Committee believes that the ability to vest based on the cumulative goal (even if the annual TSR goal is not achieved for a particular year) is consistent with a long-term view of stockholder returns, helps ensure that Mr. Hawken will also take a long-term view of performance and mitigates risks attendant with short-term annual goals and stock market volatility. In December 2016, the Compensation Committee determined Mr. Hawken vested in one-fourth of the performance-based RSUs due to the Company's achievement of the annual TSR goal in 2016.

Additional Compensation Elements*Indirect Elements of Compensation*

To assist us in attracting and retaining key executives, our NEOs are eligible to participate in the same health, welfare and insurance benefit plans in which our salaried employees are generally able to participate. In addition, we provide our NEOs with certain other benefits such as an automobile allowance, a medical allowance, supplemental life insurance, and certain reimbursements for club dues, financial planning services and home office expenses. We believe that these other elements of compensation are important to attract, motivate and retain the top executive talent for which we compete.

Stock Award Deferral Program

We maintain a Stock Award Deferral Program under which our directors and certain of our management employees, including our NEOs, may elect to participate and defer receipt of restricted stock awards granted under the 2006 Plan and receive an equivalent number of RSUs in lieu of such restricted stock (or may elect to defer payment of RSUs that would otherwise be made when the RSUs vest). Each RSU issued under the deferral program represents the right to receive one share of our common stock in the future, subject in each case to the vesting conditions provided in the restricted stock or RSU award. In addition, deferred RSUs carry with them the right to receive dividend equivalents that credit participants, upon our payment of dividends in respect of the shares underlying the participant's RSUs, with additional RSUs equal to the value of the dividend paid in respect of such shares. Shares of stock underlying RSUs will be paid to the participant holding the RSUs on the earliest to occur of a change in control, the participant's separation from service with us, the participant's death or disability, or a pre-determined date, if specified by the participant. By electing to receive deferred RSUs, participants are generally able to defer income taxes on these awards, which makes our compensation program more desirable and helps us to attract, retain and incentivize top talent without significant additional cost to the Company. Since RSUs are paid in our common stock and the value of each RSU is directly tied to the value of our common stock, RSUs enhance the alignment between management and stockholder interests.

Defined Contribution Plans

We maintain a Section 401(k) Savings/Retirement Plan (the 401(k) Plan) that covers our eligible employees, including our NEOs, and those of certain designated affiliates. The 401(k) Plan permits our eligible employees to defer receipt of (and taxation on) a portion of their annual compensation, subject to certain limitations imposed by the 401(k) Plan and under the Internal Revenue Code. The employees' elective deferrals are immediately vested and nonforfeitable upon contribution to the 401(k) Plan. We currently make matching contributions to the 401(k) Plan in an amount equal to fifty cents for each dollar of participant contributions, up to a maximum of 10% of the participant's annual salary (thus, the maximum match is 5% of the participant's base salary) and subject to certain other limits under the tax laws. Participants vest immediately in the amounts contributed by us to their plan accounts. Our employees are eligible to participate in the 401(k) Plan after three months of credited service with us. The 401(k) Plan is intended to qualify under Section 401 of the Internal Revenue Code so that contributions by employees to the 401(k) Plan, and income earned on plan contributions, are not taxable to employees until withdrawn from the 401(k) Plan. This tax-preferential savings option fits our compensation philosophy by helping us to attract, retain and incentivize top talent.

52 Kilroy Realty Corporation

Table of Contents**Compensation Discussion and Analysis*****Deferred Compensation Plan***

We maintain a cash deferred compensation plan, the 2007 Deferred Compensation Plan, as amended (the Deferred Compensation Plan), under which our directors, partners and certain of our management employees, including our NEOs, may defer receipt of their compensation, including up to 100% of their director fees and cash bonuses and up to 70% of their salaries or other types of eligible compensation, each as applicable. In addition, partners and eligible management employees, including our NEOs, will generally receive semi-monthly contributions from us to their Deferred Compensation Plan accounts equal to 10% of their respective gross semi-monthly base salaries (or certain guaranteed payments, in the case of partners). The Deferred Compensation Plan provides that we may also make additional discretionary contributions to participant accounts. To date, we have not made any discretionary contributions for the benefit of our NEOs. The Deferred Compensation Plan fits into our compensation philosophy by providing our NEOs with the ability to accrue compensation and generate savings in a tax-efficient manner in excess of limits imposed on our 401(k) Plan, thereby providing additional financial security that enables our executives to focus on their work-related obligations. For additional information, refer to the Nonqualified Deferred Compensation table below.

Severance and Change in Control Arrangements

We have entered into employment agreements with our CEO, Chief Operating Officer, Chief Financial Officer and Executive Vice President, Development and Construction Services that include certain severance and change in control benefits. Provisions of our equity awards also provide for continued or accelerated vesting in certain circumstances in connection with a termination of the award holder's employment. We believe that these provisions help to ensure the day-to-day stability and focus of our management team. The Compensation Committee evaluates the level of severance benefits to provide our NEOs on a case-by-case basis, and in general, we consider these severance protections an important part of an executive's compensation and consistent with competitive practices as of the date they were entered into.

For a description of the material terms of these arrangements, see Named Executive Officer Compensation Tables Employment Agreements Salary and Annual Cash Incentive (Bonus) Amounts, Named Executive Officer Compensation Tables Grants of Plan-Based Awards 2016, Named Executive Officer Compensation Tables Description of Plan-Based Awards and Named Executive Officer Compensation Tables Potential Payments Upon Termination or Change in Control below. As discussed in those sections, the employment agreements with our Chief Financial Officer and Executive Vice President, Development and Construction Services, were amended in January 2016, to, among other items, extend the terms of their agreements (including the severance and change in control benefit protections noted above).

Decisions for 2017

In January 2017, the Compensation Committee approved our executive compensation program for 2017. None of our NEOs received an increase in base salary, target annual cash incentive amounts or in the grant date value of annual equity awards (as approved by the Compensation Committee and used to determine the number of shares subject to

the awards) for 2017 compared to the corresponding levels approved by the Compensation Committee for our NEOs for 2016.

As with the annual long-term incentive awards granted to the NEOs in 2016, nearly three-quarters of our CEO's (and approximately two-thirds of each of our other NEOs') annual long-term incentive award granted in 2017 is subject to performance-based vesting requirements that cliff-vest at the end of a three-year vesting period, subject to continued service through the end of such performance period. The balance of each NEO's total annual long-term incentive award granted in 2017 vests ratably in annual installments over a three-year vesting period, subject to continued service through the applicable vesting date. Each annual long-term incentive award granted to our NEOs in 2017 is generally subject to the same terms and conditions as the Company's annual awards of RSUs granted to the NEOs in 2016, except the design of the performance measures used in connection with the annual performance-based RSUs was changed as follows to include two additional performance vesting metrics: (a) the number of Banked Shares at the end of the first year of the performance period could range from 0% to 150% of the target number of shares subject to the award (and, in the case of the award for Mr. Kilroy, 0% to 175% of the target number of shares subject to the award) based on FFO Per Share performance for 2017, and (b) instead of any Banked Shares being further adjusted (up or down) based solely on the Company's TSR Percentile Ranking for the three-year performance period, for the 2017 performance-based RSUs, any such Banked Shares will be further adjusted (up or down) as follows: (i) 40% of the Banked Shares will be adjusted (up or down) based on the Company's relative TSR

Table of Contents**Compensation Discussion and Analysis**

performance against other office REIT competitors in the SNL US REIT Office Index over the entire three-year vesting period, (ii) 30% of the Banked Shares will be adjusted (up or down) based on the Company's average annual growth in FAD over the three-year performance period, and (iii) 30% of the Banked Shares will be adjusted (up or down) based on the Company's average per share debt to EBITDA ratio over the three-year performance period. The adjustments to the number of Banked Shares that corresponds to the growth in FAD and Debt to EBITDA ratio measures will be made as follows:

If the Company's avg. annual growth in FAD per share over the performance period is	30% of the shares banked are multiplied by the following modifier* (for NEOs except CEO)	30% of the shares banked are multiplied by the following modifier* (for CEO)
4% or greater	133.3333%	150%
2.5%	100%	100%
0% or less	66.6667%	50%

* Determined on a pro-rata basis between points

If the Company's avg. debt to EBITDA ratio over the performance period is	30% of the shares banked	30% of the shares banked
--	---------------------------------	---------------------------------

	are multiplied by the following modifier*	are multiplied by the following modifier*
	(for NEOs except CEO)	(for CEO)
6.25x or less	133.3333%	150%
6.75x	100%	100%
7.25x or greater	66.6667%	50%

* Determined on a pro-rata basis between points

HOW WE MAKE COMPENSATION DECISIONS

Role of Independent Compensation Consultant

The Compensation Committee has sole authority to hire, retain and terminate the services of independent compensation consultants to assist in its decision-making process. The Compensation Committee retained Mercer as its independent compensation consultant in 2016.

Mercer performed a comprehensive review of our 2016 executive compensation program before it was established, including the composition of our peer group, amounts and nature of compensation paid to executive officers, structure of our various compensation programs, design of our annual cash incentive performance measurement framework, performance vesting requirements for our annual long-term incentive awards and appropriate target total direct compensation levels and potential payment and vesting ranges for our executive officers. During 2016, Mercer also provided data to the Compensation Committee on the compensation and relative performance of our peer group, advised and provided peer group data regarding the Company's compensation arrangements for its non-employee directors, reviewed drafts of the CD&A and related compensation tables for inclusion in the Company's Proxy Statement filed in 2016, provided advice as the Compensation Committee began its considerations of our executive compensation framework for 2017, and reviewed data in connection with the Compensation Committee's determination of annual cash incentive and performance-based incentive vesting levels for completed performance periods. A representative of Mercer regularly attends meetings of the Compensation Committee and regularly meets privately in executive session with the Compensation Committee to discuss its recommendations.

Mercer is a subsidiary of Marsh & McLennan Companies, Inc. (collectively, MMC), a diversified conglomerate of companies that provide insurance, strategy and human resources consulting services. During 2016, affiliates of MMC other than Mercer received \$667,934 in fees for providing services to the Company, and Mercer received \$181,400 for its services with respect to executive and director compensation described above. The decision to engage other MMC

affiliates to provide services other than assisting the Compensation Committee with executive compensation matters was made by members of management. Although the Compensation Committee did not specifically approve these engagements, the Compensation Committee has

54 Kilroy Realty Corporation

Table of Contents

Compensation Discussion and Analysis

reviewed the other services provided by other MMC affiliates and, after consideration of such services and other factors prescribed by the SEC for purposes of assessing the independence of compensation advisors, has determined that no conflicts of interest exist between the Company and Mercer (or any individuals working on the Company's account on Mercer's behalf). In reaching this determination, the Compensation Committee considered the following factors, all of which were confirmed by Mercer:

Other than the services identified above, MMC provided no services to the Company during 2016;

The aggregate amount of fees paid or payable by the Company to MMC for 2016 represented less than 1% of MMC's total revenue for 2016;

Mercer has established Global Business Standards to manage potential conflicts of interest for executive rewards consulting services, which policies and procedures were provided to the Company;

There are no business or personal relationships between our Mercer executive remuneration advisors and any member of the Compensation Committee other than in respect of (1) the services provided to the Company by Mercer as described above, or (2) work performed by Mercer for any other company, board of directors or compensation committee for which such Compensation Committee member also serves as an independent director;

Our Mercer executive remuneration advisors do not own stock in the Company; and

There are no business or personal relationships between our Mercer executive remuneration advisors, Mercer or other MMC affiliates, and any executive officer of the Company other than in respect of the services provided to the Company as described above.

Role of Management in Executive Compensation Planning

Our CEO provides recommendations to the Compensation Committee regarding the compensation of our executive officers (other than for himself). Our CEO further participates in the executive compensation decision-making process as follows:

Presents overall results of the Company's performance and achievement of historical and go-forward business objectives and goals from management's perspective;

Provides evaluations for all other executive officers (including our NEOs); and

Reviews peer group information and compensation recommendations and provides feedback regarding the potential impact of proposed compensation decisions.

Our Chief Financial Officer evaluates the financial implications and affordability of the Company's compensation program. Other executive officers (including other NEOs) may periodically participate in the compensation process and in Compensation Committee meetings at the invitation of the Compensation Committee to advise on performance and/or activity in areas with respect to which these executive officers have particular knowledge or expertise. None of our NEOs are members of the Compensation Committee or otherwise had any role in determining the compensation of the other NEOs.

Market Review and Compensation Peer Group

Our Compensation Committee reviews peer group data to assess the competitiveness of our executive compensation program and to help inform its decision-making process by providing a competitive framework within which to analyze its determinations. The 2016 peer group considered for these purposes (referred to as our peer group in this Proxy Statement) was the same as our 2015 peer group, with the exception that PS Business Parks was not included in the 2016 peer group because our Compensation Committee believed it had a different business focus (not office properties) than our Company and was on the lower end of our peer group for total revenue and market capitalization. The 2016 peer group consisted of the 14 publicly-traded REITs shown in the table below. Note that BioMed Realty Trust was included in the 2016 peer group but will not be included in the 2017 peer group because it was acquired by Blackstone and it ceased to publicly disclose financial and pay data during 2016. These 14 publicly-traded REITs had equity market capitalization ranging from approximately \$2.9 billion to approximately \$19.3 billion as of December 31, 2016, and, as a group, had a median equity market capitalization of approximately \$5.1 billion as of December 31, 2016. Our equity market capitalization by comparison was approximately \$6.8 billion as of December 31, 2016.

Table of Contents

Compensation Discussion and Analysis

**Kilroy Realty Corporation
Peer Group: KRC Alignment Characteristics**

Company	Comparable Categories		
	Equity Market Cap ⁽¹⁾	Equity Total Revenues ⁽²⁾	Equity W. Coast Total Office REITs ⁽⁴⁾ Total Market Cap Assets ⁽⁷⁾ Concentration ⁽⁸⁾
	(MM)	(MM)	(MM)
Boston Properties	\$19,342	\$2,561	\$18,852
Digital Realty Trust	\$15,617	\$2,159	\$12,193
SL Green Realty Corp	\$10,897	\$1,782	\$15,858
Realty Income Corp	\$14,864	\$1,103	\$13,153
	\$ 8,825	\$ 922	\$10,355

Alexandria Real Estate Equities

BioMed Realty Trust⁽⁹⁾

Douglas Emmett	\$ 5,540	\$ 750	\$ 7,614
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Highwoods Properties	\$ 5,111	\$ 669	\$ 4,561
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Hudson Pacific Properties	\$ 4,737	\$ 640	\$ 6,679
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Mack-Cali Realty Corp	\$ 2,603	\$ 632	\$ 4,297
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Corporate Office Properties Trust	\$ 2,958	\$ 576	\$ 3,781
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Piedmont Office Realty Trust	\$ 3,037	\$ 556	\$ 4,449
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Brandywine Realty Trust	\$ 2,892	\$ 516	\$ 4,099
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Tanger Factory Outlet Centers	\$ 3,400	\$ 477	\$ 2,526
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	\$10,897	\$1,103	\$12,193
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75th Percentile

50 th Percentile	\$ 5,111	\$ 669	\$ 6,679
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25 th Percentile	\$ 3,037	\$ 576	\$ 4,297
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Kilroy Realty Corporation	\$ 6,752	\$ 638	\$ 6,707
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- (1) As of December 31, 2016, based on publicly-available information from the S&P Capital IQ database's definition of Market Capitalization.
- (2) For the fiscal year ending December 31, 2016, based on publicly-available information from the S&P Capital IQ database's definition of Total Revenue.
- (3) As of December 31, 2016, based on publicly-available information from the S&P Capital IQ database's definition of Total Assets.
- (4) Office REITS as defined by the GICS Office REIT Sub-Industry.
- (5) Comparable firms based on total revenues defined as those that fall within 0.9x – 1.7x of the Company's revenue level based on the information summarized in the chart.
- (6) Comparable firms based on equity market capitalization defined as those that fall within 0.4x – 1.6x of the Company's market capitalization as of December 31, 2016.
- (7) Comparable firms based on asset size defined as those that fall within 0.6x – 1.8x of the Company's asset size as of the most recently reported fiscal quarter on February 16, 2017.
- (8) Defined as possessing a significant portfolio of properties on the West Coast and/or being a significant West Coast talent competitor.
- (9) The company is not included in our 2017 peer group, and revenue, market capitalization and total asset data is not included in the table above, because the company was acquired by Blackstone and ceased trading on the NYSE in 2016.

Peer group compensation analyses for 2016, together with other reports and information prepared by Mercer for the Compensation Committee, were used by the Compensation Committee to evaluate our executive compensation program generally and to inform its decision-making process. Differences in compensation levels for our NEOs are driven by the Compensation Committee's assessment, in its judgment, of each of our executive's responsibilities, experience and compensation levels for similar positions at companies in the peer group. Our pay positioning versus the peer group also incorporates the degree of expertise and experience needed to oversee and direct our active portfolio management strategy. For example, our strategy requires different skill sets than executives who focus primarily on managing cash flows from a more

56 Kilroy Realty Corporation

Table of Contents

Compensation Discussion and Analysis

static investment portfolio. Further, our compensation levels reflect the need to attract, retain and incentivize talented and experienced individuals in the highly competitive West Coast employment and commercial real estate markets.

For 2016, the Compensation Committee did not set compensation levels at any specific level or percentile against the peer group data. Except as otherwise noted in this CD&A, the Compensation Committee’s executive compensation determinations are subjective and the result of the Compensation Committee’s business judgment, which is informed by the experiences of the members of the Compensation Committee, the analysis and input from, and peer group data provided by, the Compensation Committee’s independent executive compensation consultant, as well as the Compensation Committee’s assessment of overall compensation trends and trends specific to the REIT market.

COMPENSATION GOVERNANCE PRACTICES

We maintain a number of compensation and governance-related policies that we believe represent current best practices. Below is a summary of our executive compensation and other compensation-related governance practices.

<p style="text-align: center;">Compensation</p> <p style="text-align: center;">Governance Practices</p>	<p>Clawback policy</p> <p>Anti-hedging policy</p> <p>Anti-pledging policy</p> <p>Minimum stock ownership guidelines for executives</p> <p>Minimum stock ownership guidelines for non-employee directors</p>
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	Stock holding requirements
	No single trigger change in control in any employment agreement
	No excise tax gross-ups
	Related party transactions policy
	No repricing of underwater stock options without stockholder approval
	Independent compensation consultant
	Regular stockholder engagement

Compensation Clawback Policy

We maintain a clawback policy under which we may require reimbursement and/or cancellation of any bonus or other incentive compensation, including equity-based compensation, awarded to our executive officers under certain circumstances in the event of a restatement of our financial statements. Under our clawback policy, subject to the discretion and approval of our Board, we may require reimbursement and/or cancellation of any bonus or other incentive compensation, including equity-based compensation, awarded to an executive officer, in any case where all of the following factors are present: (i) the award was predicated upon the achievement of certain financial results during the three fiscal years preceding the date of the Company’s most recent audited balance sheet (or any interim or other portion of such period of three fiscal years, or any more recent period) that were subsequently the subject of an accounting restatement due to material noncompliance by us with any financial reporting requirements under securities laws; (ii) the Board determines that the executive officer engaged in misconduct that was a substantial contributing cause to the need for the restatement; and (iii) a lower award would have been made to the executive officer based upon the restated financial results. In each such instance, we may recover the individual executive officer’s entire annual bonus in addition to any gain received from the award within the relevant period, plus a reasonable rate of interest. These clawback provisions are in addition to provisions of our employment agreement with Mr. Kilroy, and the provisions of the Non-Competition, Non-Solicitation and Non-Disclosure Agreements we have entered into with our other NEOs, described below under “Named Executive Officer Compensation Tables – Potential Payments Upon Termination or Change in Control” that provide for the executive to forfeit certain equity awards if he fails to comply with certain restrictive covenants in our favor.

Table of Contents**Compensation Discussion and Analysis****Anti-Hedging Policy**

We maintain a policy that restricts our directors, officers, other employees and their family members from engaging in any transaction that might allow them to gain from declines in the price of Company securities. Specifically, we prohibit transactions by these individuals using derivative securities, or otherwise participating in hedging, stop loss or other speculative transactions involving Company securities, including short-selling Company securities, trading in any puts, calls, covered calls or other derivative products involving Company securities, or writing purchase or call options, short sales and other similar transactions.

Anti-Pledging Policy

We have a policy prohibiting our NEOs and other Section 16 officers from pledging, or using as collateral, Company securities in order to secure personal loans, lines of credit or other obligations, which includes holding Company securities in an account that has been margined. Exceptions to this policy are granted where the securities pledged (i) are not needed to satisfy the minimum ownership level required by the Company's stock ownership guidelines, as discussed below, (ii) do not total more than 10% of the individual's total beneficial ownership of Company securities and (iii) are not utilized as part of any hedging strategy that would potentially immunize the individual against economic exposure to such securities. In addition, our Board may grant other exceptions to this policy in such circumstances as it may consider appropriate; no such other exceptions have been made.

Minimum Stock Ownership Guidelines

As part of our compensation objectives, we believe that our NEOs should hold a significant amount of the Company's stock to link their long-term economic interests directly to those of our stockholders. Accordingly, we maintain minimum stock ownership guidelines applicable to all of our NEOs. We believe that these guidelines, reflected in the table below, constitute significant amounts for our NEOs and provide a substantial link between the interests of our NEOs and those of our stockholders. Under our minimum stock ownership guidelines, each NEO has six years from the point of first being subject to the guidelines to satisfy the minimum guideline level of ownership. As of December 31, 2016, all of our NEOs continue to meet the minimum guideline level of ownership.

Named Executive	Ownership Requirement as a % of Base Salary	Ownership Requirement Met as of December 31, 2016
John Kilroy	600%	Yes

Jeffrey Hawken	300%	Yes
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Tyler Rose	300%	Yes
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David Simon	300%	Yes
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Justin Smart	300%	Yes
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Stock Holding Requirements

Our stock ownership guidelines provide that, if an executive falls short of the applicable level of stock ownership, the executive is expected to hold (and not sell) at least 50% of the net shares acquired upon exercise, vesting or payment, as the case may be, of any equity award granted by us to the executive. Net shares for this purpose means the total number of shares acquired by the executive upon exercise, vesting or payment, as the case may be, of the award, after reduction for shares having a fair market value equal to the exercise price of the award (in the case of a stock option) and after reduction for shares having a fair market value equal to the executive's expected tax liability resulting from the exercise, vesting or payment of the award.

No Single Trigger Change in Control Severance Provisions

None of our executives' employment agreements provide single trigger severance arrangements, meaning that severance benefits aren't triggered simply because a change in control transaction occurs.

Table of Contents

Compensation Discussion and Analysis

No Excise Tax Gross-Ups

None of our executives' employment agreements provide for tax gross-up payments.

Tax Considerations

Section 162(m) generally limits the deductibility of compensation paid to certain of our executive officers. To qualify for deductibility under Section 162(m), compensation in excess of \$1,000,000 paid by us to our NEOs (other than the chief financial officer) during any year must qualify as performance-based compensation as determined under Section 162(m). Compensation generally qualifies as performance-based, if among other requirements, it is payable only upon the attainment of pre-established, objective performance criteria based on performance goals that have been approved by our stockholders.

The Compensation Committee's policy is to take Section 162(m) into account in establishing compensation of our executive officers. However, while the tax impact of any compensation arrangement is one factor considered, such impact is evaluated by the Compensation Committee in light of the Company's overall compensation philosophy and objectives. The Compensation Committee may therefore design and award compensation for our executive officers that is not fully deductible if it determines that such approach is consistent with our philosophy and is in our and our stockholders' best interests. In addition, we believe that we qualify as a REIT under the Internal Revenue Code and are not subject to federal income taxes, meaning that the payment of compensation that does not satisfy the requirements of Section 162(m) should not have a material adverse consequence to us, provided we continue to remain qualified as a REIT under the Internal Revenue Code. The Compensation Committee reserves the right to design programs that recognize a full range of factors and performance criteria important to our success, even where the compensation paid under such programs may not be deductible.

Table of Contents

Compensation Committee Matters

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed our Compensation Discussion and Analysis section with management and, based on the review and discussions, recommended to the Board that the Compensation Discussion and Analysis section be included in this Proxy Statement on Schedule 14A.

Executive Compensation Committee

Edward Brennan, PhD, Chairman

Jolie Hunt

Gary Stevenson

The foregoing report of the Compensation Committee is not soliciting material, is not deemed filed with the SEC and is not incorporated by reference in any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date of this Proxy Statement and irrespective of any general incorporation language in such filing.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Dr. Brennan, Mr. Stevenson and Ms. Hunt were members of the Compensation Committee during all of 2016. No one who served on the Compensation Committee at any time during 2016 is or has been an executive officer of the Company or had any relationships requiring disclosure by the Company under the rules of the SEC requiring disclosure of certain relationships and related party transactions. None of our executive officers who served as a director of the Company or as a member of the Compensation Committee during the year ended December 31, 2016 served as a director or a member of a compensation committee (or other committee serving an equivalent function) for any other entity.

Table of Contents

Named Executive Officer Compensation Tables

The Summary Compensation Table quantifies the value of the different forms of compensation earned by or awarded to our NEOs for 2014, 2015 and 2016. The primary elements of each NEO's total compensation reported in the table are base salary, an annual cash incentive (bonus) and long-term incentive equity awards. Our NEOs also received the other benefits listed in column (i) of the Summary Compensation Table, as further described in the footnotes to the table.

The Summary Compensation Table should be read in conjunction with the tables and narrative descriptions that follow. A description of the material terms of each NEO's employment agreement regarding base salary and annual cash incentive amounts is provided immediately following the Summary Compensation Table. The Grants of Plan-Based Awards table, and the accompanying description of the material terms of the annual cash and equity incentive awards granted in 2016, provides information regarding the awards granted to our NEOs in 2016. The Outstanding Equity Awards at Fiscal Year End and Option Exercises and Stock Vested tables provide further information on the NEOs' potential realizable value and actual value realized with respect to their equity awards.

SUMMARY COMPENSATION TABLE 2014, 2015 AND 2016

The following table sets forth summary information regarding compensation of our NEOs for all services rendered to us in all capacities in 2014, 2015 and 2016.

Name & Principal Position(s)	Year	Salary	Bonus	Stock Awards (1)	Option Awards (1)	Non-Equity Incentive Plan Compensation (2)	Change in Pension & Non-qualified Deferred Compensation Earnings (3)	All Other Compensation	Total (4)
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(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
John Kilroy	2016	\$1,225,000		\$5,841,535		\$3,800,000		\$520,494	\$11,387,029
<i>President and Chief</i>	2015	\$1,225,000		\$6,020,797		\$3,800,000		\$509,604	\$11,555,401
<i>Executive Officer</i>	2014	\$1,225,000	\$3,700,000	\$5,525,385				\$484,776	\$10,935,162
Jeffrey Hawken	2016	\$ 675,000		\$3,912,258		\$1,600,000		\$160,846	\$ 6,348,104
<i>Executive Vice President and</i>	2015	\$ 675,000		\$1,903,684		\$1,600,000		\$151,803	\$ 4,330,487
<i>Chief Operating Officer</i>	2014	\$ 675,000	\$1,600,000	\$2,087,380				\$175,816	\$ 4,538,196
Tyler Rose	2016	\$ 500,000		\$1,666,698		\$ 700,000		\$111,520	\$ 2,978,218
<i>Executive Vice President,</i>	2015	\$ 500,000		\$1,696,966		\$ 700,000		\$112,980	\$ 3,009,946
<i>Chief Financial Officer and</i>	2014	\$ 500,000	\$ 750,000	\$1,227,904				\$100,352	\$ 2,578,256
<i>Secretary</i>									

David Simon ⁽⁵⁾	2016	\$ 500,000		\$1,515,221	\$ 650,000	\$118,358	\$ 2,783,579
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<i>Executive Vice President,</i>	2015	\$ 500,000		\$1,542,704	\$ 650,000	\$111,238	\$ 2,803,942
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Southern California

Justin Smart	2016	\$ 500,000		\$1,515,221	\$ 700,000	\$112,581	\$ 2,827,802
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<i>Executive Vice President, Development</i>	2015	\$ 500,000		\$1,542,704	\$ 700,000	\$108,852	\$ 2,851,556
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<i>and Construction Services</i>	2014	\$ 500,000	\$ 750,000	\$ 857,971		\$101,310	\$ 2,209,281
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(1) The amounts reported in columns (e) and (f) of the table above for each year reflect the aggregate accounting fair value of stock awards and option awards, respectively, granted in the applicable year as computed in accordance with FASB Accounting Standard Codification (ASC) Topic 718, *Compensation - Stock Compensation* (determined as of the grant date of the awards, as the grant date of the awards is determined for accounting purposes). For information on the assumptions used in the accounting fair value computations, refer to Note 15 - *Share-Based Compensation* in the Notes to Consolidated Financial Statements in the Company's 2016 Form 10-K filed with the SEC.

As discussed in the CD&A, in 2014, 2015 and 2016 the Company awarded performance-based RSUs to the NEOs, the vesting of which is subject, in part, to the Company's performance. As required by applicable SEC rules, the accounting fair value of these awards was determined based on the probable outcome (determined as of the grant date of the awards, as the grant date of the awards is determined for accounting purposes) of the performance-based conditions applicable to the awards. For these purposes, as of the grant date of the awards (as determined for accounting purposes) the Compensation Committee determined that the target level of performance was the probable outcome of the applicable performance-based conditions. Accordingly, the accounting fair value of

Table of Contents**Named Executive Officer Compensation Tables**

these awards is included for the NEOs as Stock Award compensation for the year in which the grant was made based on the target number of shares subject to the awards. Under the terms of these awards at grant, between zero and 200% (0% to 225% in the case of the awards granted to our CEO in 2015 and 2016) of the target number of shares subject to the awards can vest, based on performance and the other vesting conditions applicable to the awards. The following tables present the accounting fair value (determined as described above) of the performance-based RSUs awarded to the NEOs in 2014, 2015 and 2016 under two sets of assumptions: (a) assuming that the target level of performance would be achieved, which we originally judged to be the probable outcome, and (b) assuming that the highest level of performance condition would be achieved (200% of the target level; 225% in the case of the awards granted to our CEO in 2015 and 2016) based on maximum performance against the FFO Per Share target and the maximum TSR Percentile Ranking.

2014 Performance-Based RSUs		
Executive Officers	Accounting Fair Value (Based on Probable Outcome)	Accounting Fair Value (Based on Maximum Performance)
John Kilroy	\$3,777,918	\$7,555,836
Jeffrey Hawken	\$1,426,823	\$2,853,646
Tyler Rose	\$ 839,993	\$1,679,985
David Simon	\$ 566,736	\$1,133,473
Justin Smart	\$ 566,736	\$1,133,473

2015 Performance-Based RSUs		
Executive Officers	Accounting Fair Value (Based on Probable Outcome)	Accounting Fair Value (Based on Maximum Performance)

John Kilroy	\$4,520,778	\$10,171,689
Jeffrey Hawken	\$1,286,649	\$ 2,573,219
Tyler Rose	\$1,146,909	\$ 2,293,739
David Simon	\$1,042,673	\$ 2,085,267
Justin Smart	\$1,042,673	\$ 2,085,267

2016 Performance-Based RSUs

Executive	Accounting Fair Value (Based on Probable Outcome)	Accounting Fair Value (Based on Maximum Performance)
John Kilroy	\$4,341,488	\$9,768,304
Jeffrey Hawken	\$1,252,678	\$2,505,298
Tyler Rose	\$1,116,656	\$2,233,255
David Simon	\$1,015,168	\$2,030,279
Justin Smart	\$1,015,168	\$2,030,279

⁽²⁾ As described in the CD&A, each of the NEOs received an annual cash incentive under the Company's 2016 annual incentive program in the amount reported in column (g) of the table.

(3) The following table identifies the components of the amounts reported in the All Other Compensation column of the table for each NEO in 2016:

Employee	Healthcare Premiums	Medical Allowance	Life & Disability Insurance Premiums	Company Contributions	Auto-Related Expenses	Home Office/Other Expenses	Financial Planning Services	Club Dues	Total Benefits
John Kilroy	\$7,347	\$25,000	\$274,750	\$123,100	\$60,099	\$3,176		\$15,620	\$520,494
Jeffrey Hawken	\$7,347	\$25,000	\$61,100	\$100,000	\$30,843	\$5,762		\$12,394	\$160,846
Tyler Rose	\$7,347	\$25,000	\$50,000	\$100,000	\$14,019	\$2,200	\$954		\$111,520
David Simon	\$7,347	\$25,000	\$50,000	\$100,000	\$23,311	\$700			\$118,358
Justin Smart	\$7,347	\$25,000	\$50,000	\$100,000	\$18,234				\$112,581

As discussed under Certain Relationships and Related Transactions, during 2016 the Company was a party to a time-sharing agreement with each of the NEOs for the lease from time to time by the NEOs of an aircraft that is owned by the Company. Our senior executives are actively involved in managing and overseeing the Company's activities over a broad geographic area. The Company owns the aircraft to help maximize the business time and effectiveness of our executive team and avoid the time and scheduling constraints

62 Kilroy Realty Corporation

Table of Contents**Named Executive Officer Compensation Tables**

associated with commercial air travel. The NEOs may, pursuant to the time-sharing agreement, use the aircraft for personal travel when the aircraft is not being used for business purposes. In addition, if there is open space available on a flight that has been arranged for business purposes, a non-business guest of a NEO may on occasion travel on that flight. Except for \$1,262 of costs included in the travel column above for our CEO, the aggregate incremental costs, as discussed under **Certain Relationships and Related Transactions**, of any personal use of the aircraft by an NEO during 2016 were paid for by the NEO pursuant to the NEO's time-sharing agreement.

- (4) The amounts reported in column (j) of the table above include amounts that have been deferred under our Deferred Compensation Plan. For further information regarding our Deferred Compensation Plan, see above under **Compensation Discussion and Analysis** **Deferred Compensation Plan**. For an additional description of the amounts deferred, see the Nonqualified Deferred Compensation table below.
- (5) Mr. Simon became an NEO of the Company in 2015. In accordance with applicable SEC rules, only compensation information for the years in which he was an NEO are included.

Employment Agreements **Salary and Annual Cash Incentive (Bonus) Amounts**

We have entered into employment agreements with each of Messrs. Kilroy, Hawken, Rose and Smart. During 2016, we did not have an employment agreement with Mr. Simon.

John Kilroy

Mr. Kilroy entered into an amended and restated employment agreement with the Company effective January 1, 2012. The term of Mr. Kilroy's amended and restated employment agreement is scheduled to end on December 31, 2018, subject to earlier termination in connection with a termination of Mr. Kilroy's employment, and is not subject to automatic extensions of the term. The agreement provides for an initial annual base salary of \$1,225,000 and that the Compensation Committee will review Mr. Kilroy's base salary each year during the term of the agreement and has discretion to increase (but not decrease) his base salary level. The agreement also provides for Mr. Kilroy's target annual cash incentive award (bonus) to be set at \$3,000,000 and his annual equity incentive award to be set at \$3,000,000, with the Compensation Committee to determine Mr. Kilroy's actual cash and equity incentive award amounts each year. Mr. Kilroy consented to reductions of his target cash incentive award amount to \$2,450,000 for 2014, and \$2,700,000 for each of 2015, 2016 and 2017. The agreement also provides for Mr. Kilroy to participate in the Company's long-term incentive plan applicable to senior executives, pursuant to which the Compensation Committee has the discretion to grant certain equity awards, as well as participation in the Company's executive and employee compensation and benefit plans and programs, reimbursement of business expenses, an auto allowance, an annual physical examination, an annual payment equal to \$130,768 for Mr. Kilroy's supplemental life insurance premiums and an annual payment up to \$150,000 for Mr. Kilroy's disability insurance premiums. Mr. Kilroy's amended and restated employment agreement does not provide for tax gross-up payments from us for any elements of compensation, including for excise taxes imposed pursuant to Sections 280G and 4999 of the Internal Revenue Code.

Provisions of Mr. Kilroy's agreement relating to outstanding equity incentive awards and post-termination of employment benefits are discussed under the applicable sections of this Proxy Statement.

Jeffrey Hawken

Mr. Hawken entered into an amended and restated employment agreement with the Company effective December 31, 2015. The term of Mr. Hawken's amended and restated employment agreement is scheduled to end on March 1, 2019, subject to earlier termination in connection with a termination of Mr. Hawken's employment, and is not subject to automatic extensions of the term. The agreement provides for an initial annual base salary of \$675,000 and that the Compensation Committee will review Mr. Hawken's base salary each year during the term of the agreement and has discretion to increase (but not decrease) his base salary level. The agreement also provides for Mr. Hawken's target annual cash incentive award to be set at 200% of his annual base salary and his annual equity incentive award to have a target grant date fair value of not less than 200% of his annual base salary. The agreement also provides for Mr. Hawken to participate in any outperformance incentive award plan applicable to senior executives that may be adopted by the Board, as well as participation in the Company's executive and employee compensation and benefit plans and programs, including an auto allowance, an annual physical examination and an annual payment up to \$25,000 for tax and financial planning services. Mr. Hawken's employment agreement does not provide for tax gross-up payments from us for any elements of compensation, including for excise taxes imposed pursuant to Sections 280G and 4999 of the Internal Revenue Code. Provisions of Mr. Hawken's agreement relating to outstanding equity incentive awards and post-termination of employment benefits are discussed under the applicable sections of this Proxy Statement.

Table of Contents**Named Executive Officer Compensation Tables*****Tyler Rose***

Mr. Rose entered into a new employment agreement with the Company effective January 28, 2016. The term of the new employment agreement is scheduled to end on March 1, 2019, subject to earlier termination in connection with a termination of Mr. Rose's employment, and is subject to automatic one-year extensions of the term each year unless either party provides notice that the agreement will not be extended. The new employment agreement provides for an initial annual base salary of \$500,000 and provides that the Compensation Committee will review Mr. Rose's base salary each year during the term of the agreement and has discretion to increase (but not decrease) his base salary level. The agreement also provides for Mr. Rose's target annual cash incentive award to be set at not less than 100% of his annual base salary and his annual equity incentive award to have a target grant date value of not less than 100% of his annual base salary. The agreement also provides for Mr. Rose to participate in any outperformance incentive award plan applicable to senior executives that may be adopted by the Board, as well as participation in the Company's executive and employee compensation and benefit plans and programs and reimbursement of business expenses. Mr. Rose's employment agreement does not provide for tax gross-up payments from us for any elements of compensation, including for excise taxes imposed pursuant to Sections 280G and 4999 of the Internal Revenue Code. Provisions of Mr. Rose's agreement relating to outstanding equity incentive awards and post-termination of employment benefits are discussed under the applicable sections of this Proxy Statement.

Justin Smart

Mr. Smart entered into a new employment letter agreement with the Company dated January 28, 2016. The term of the employment letter agreement is scheduled to end on March 1, 2019, subject to earlier termination in connection with a termination of Mr. Smart's employment, and is subject to automatic one-year extensions of the term each year unless either party provides notice that the letter agreement will not be extended. The new agreement provides for an initial base salary of \$500,000 and provides that the Compensation Committee will review Mr. Smart's base salary each year during the term of the agreement and has discretion to increase (not decrease) his base salary level. The agreement also provides for Smart's target annual cash incentive award to be set at not less than 100% of his annual base salary and his annual equity incentive award to have a target grant date value of not less than 100% of his annual base salary. The agreement also provides for Mr. Smart to participate in the Company's executive and employee benefit plans and programs. Mr. Smart's employment letter agreement does not provide for tax gross-up payments from us for any elements of compensation, including for excise taxes imposed pursuant to Sections 280G and 4999 of the Internal Revenue Code. Provisions of Mr. Smart's agreement relating to outstanding equity incentive awards and post-termination of employment benefits are discussed under the applicable sections of this Proxy Statement.

Table of Contents

Named Executive Officer Compensation Tables

GRANTS OF PLAN-BASED AWARDS 2016

The following table sets forth summary information regarding the incentive awards granted to our NEOs during 2016.

Name	Grant Date ⁽¹⁾	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Awards: or Exercise of Stock Awards: or All Other Awards: or Exercise of Stock Awards: or			Grant Date Fair Value of Stock and Option Awards ⁽³⁾
		Threshold	Target	Maximum	Threshold	Target	Maximum	Number of Shares of Stock Underlying Option Awards	Number of Securities of Underlying Option Awards	Price of Underlying Option Awards	
	Date ⁽¹⁾	(\$)	(\$)	(\$)	(#) ⁽²⁾	(#)	(#)	(#)	(#)	(\$/Sh)	(\$) ⁽³⁾
	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
John Kilroy	01/28/2016							26,677			\$ 1,500,04
	01/28/2016				37,792	75,583	170,061				\$ 4,341,48
	01/28/2016		\$ 2,700,000	\$ 4,050,000							
Jeffrey W. Wiken	01/09/2016							16,955			\$ 1,000,00
	01/09/2016					16,955					\$ 1,042,56
	01/28/2016							10,973			\$ 617,01
	01/28/2016				10,973	21,946	43,891				\$ 1,252,67

	01/28/2016	\$ 1,350,000	\$ 2,025,000				
Walter	01/28/2016					9,782	\$ 550,04
Case	01/28/2016			9,782	19,563	39,125	\$ 1,116,65
	01/28/2016	\$ 500,000	\$ 750,000				
David	01/28/2016					8,893	\$ 550,05
Mon	01/28/2016			8,893	17,785	35,569	\$ 1,015,16
	01/28/2016	\$ 500,000	\$ 750,000				
Justin	01/28/2016					8,893	\$ 550,05
Cart	01/28/2016			8,893	17,785	35,569	\$ 1,015,16
	01/28/2016	\$ 500,000	\$ 750,000				

- (1) The table includes the target and maximum 2016 annual cash incentives for the NEOs, as well as the time-based RSUs and performance-based RSUs that were granted to each of the NEOs in 2016.
- (2) The threshold level of performance-based RSUs is presented based on achieving the threshold level of FFO Per Share performance with respect to awards and without giving effect to any adjustment for the Company's TSR Percentile Ranking.
- (3) These amounts present the aggregate accounting fair value of the equity awards computed in accordance with FASB ASC Topic 718, *Compensation - Stock Compensation* determined as of the grant date of the awards. For information on the assumptions used in the accounting fair value computations, refer to Note 15 - Share-Based Compensation in the Notes to Consolidated Financial Statements in the Company's 2016 Form 10-K filed with the SEC. Also see footnote (1) to the Summary Compensation Table above.

Table of Contents**Named Executive Officer Compensation Tables****DESCRIPTION OF PLAN-BASED AWARDS**

Columns (d) and (e) of the Grants of Plan-Based Awards table above report the target and maximum, respectively, annual cash incentive award levels for our NEOs for 2016. Each NEO could earn an annual cash incentive award for 2016 between 0% and 150% (the maximum) of his target annual cash incentive award level based on 2016 performance. The 2016 annual cash incentive awards actually paid to our NEOs are presented in the Summary Compensation Table under the heading Non-Equity Incentive Plan Compensation. See the Annual Cash Incentives section of the CD&A for a discussion of our performance measurement framework and the 2016 annual cash incentive awards for our NEOs.

Each of the equity incentive awards reported in the above table was granted under, and is subject to, the terms of the 2006 Plan. The Compensation Committee administers the 2006 Plan. The Compensation Committee has authority to interpret the plan provisions and to make all required determinations under the plan. Awards granted under the plan are generally only transferable by the NEO by will or the laws of descent and distribution.

Each NEO may be entitled to accelerated vesting of his outstanding equity incentive awards upon certain terminations of employment with the Company or if the awards are to be terminated in connection with a change in control of the Company. The terms of this accelerated vesting are described in this section and below under Potential Payments Upon Termination or Change in Control.

Time-Based RSUs

Column (i) of the Grants of Plan-Based Awards table above reports awards of RSUs granted to our NEOs in January 2016 that vest based solely on the executive's continued employment or service with the Company, including the time-based vesting portion of the special award made to Mr. Hawken. Each RSU represents a contractual right to receive one share of our common stock. Payment will generally be made as the RSUs become vested, although the NEO may elect to have the RSUs paid on a deferred basis. Each of these awards, other than the special award made to Mr. Hawken, is subject to a three-year vesting schedule, with one-third of the award vesting on January 5th in each of the three years following the year of the grant date. Mr. Hawken's special award is subject to a four-year vesting schedule, with one-fourth of the award vesting on December 31st in the year of the grant date and on December 31st in each of next three years following the year of the grant date. Subject to the NEO's employment agreement or the award agreement evidencing the RSUs, if an NEO's employment terminates for any reason during the vesting period, any RSUs that have not previously vested will terminate.

The NEO does not have the right to vote or dispose of the RSUs subject to these awards, but does have the right to receive dividend equivalents (in cash or stock) based on the amount of dividends (if any) paid by the Company during the term of the award on a number of shares equal to the number of outstanding and unpaid RSUs then subject to the

award. Such payments are made at the same time the related dividends are paid to our stockholders.

Performance-Based RSUs

Columns (f) through (h) of the Grants of Plan-Based Awards table above report awards of performance-based RSUs granted to our NEOs in January 2016, including the performance-based vesting portion of the special award made to Mr. Hawken. Each performance-based RSU represents a contractual right to receive one share of our common stock if the applicable performance-based and time-based vesting requirements are satisfied.

As described more fully above under Compensation Discussion and Analysis 2016 Named Executive Officer Compensation, the percentage of the performance-based RSUs, other than the special award made to Mr. Hawken, that would become eligible to vest based on the performance-based vesting requirements applicable to the award would range from 0% to 200% of the RSUs subject to the award (0% to 225% in the case of the award granted to our CEO) depending on the Company's FFO Per Share for 2016 and on its TSR Percentile Ranking relative to the Company's peer group for the 2016-2018 performance period.

For 2016, the FFO Per Share performance condition was determined to have been satisfied at the 143.65% level. Accordingly, between 95.8% and 191.5% of the target number of RSUs subject to each performance award (71.8% to 215.5% in the case of the award granted to our CEO) is eligible to vest based on the Company's TSR Percentile Ranking for 2016-2018 and on the

Table of Contents

Named Executive Officer Compensation Tables

NEO's continued employment through the date the Compensation Committee determines the level of achievement of the performance goals. Subject to the NEO's employment agreement or the award agreement evidencing the performance-based RSUs, if an NEO's employment terminates for any reason during the performance period, any RSUs that have not previously vested will terminate.

In general, for purposes of these performance awards, FFO Per Share means the Company's funds from operations during 2016, determined in accordance with the White Paper on Funds From Operations approved by the Board of Governors of the National Association of Real Estate Investment Trusts, adjusted to exclude the impact of acquisition-related expenses, non-cash charges, non-budgeted compensation costs, any expense associated with variable accounting for certain equity-based awards, the impact of mergers and similar corporate transactions, the impact of other extraordinary items not completed by the Compensation Committee on the grant date and including revenue that would have been included in earnings but is not recognized due to tenant delays, divided by the weighted average common shares of the Company outstanding for 2016, calculated on a diluted basis, including participating share-based awards (i.e., nonvested stock and time-based RSUs), the dilutive impact of stock options and contingently issuable shares and assuming the exchange of all common limited partnership units outstanding. If the Company's FFO Per Share for 2016 was \$3.27, the FFO Per Share modifier would be 50%. If the Company's FFO Per Share for 2016 was \$3.42 (target), the FFO Per Share modifier would be 100%. If the Company's FFO Per Share for 2016 was \$3.57 or greater, the FFO Per Share modifier would be 150%. For an FFO Per Share amount between these levels, the FFO Per Share modifier would be determined on a pro-rata basis.

In general, for purposes of these awards, the TSR Percentile Ranking will be determined as follows: For each of 2016, 2017 and 2018, the percentile ranking of the Company's TSR for such year (the TSR Percentile) will be determined against the TSRs for such year for the companies included in the SNL US REIT Office Index on the grant date of the awards that remain included in such Index through the end of the particular year. These calculations will be based on average stock prices during the twenty-trading day period immediately prior to the start of the applicable year and the twenty-trading day period at the end of the applicable year, assuming dividend reinvestment and adjusted to mitigate the impact of stock splits, stock dividends and reverse stock splits. The Company's TSR Percentile for each of 2016, 2017 and 2018 will be averaged, and that average will constitute the TSR Percentile Ranking for the 2016-2018 period. If the TSR Percentile Ranking is the 80th percentile or greater, the TSR modifier will be 133.3333% (150% in the case of the award granted to our CEO). If the TSR Percentile Ranking is the 40th percentile or greater, but equal to or less than the 60th percentile, the TSR modifier will be 100%. If the TSR Percentile Ranking is the 20th percentile or lower, the TSR modifier will be 66.6666% (50% in the case of the award granted to our CEO). For a TSR Percentile Ranking between these levels, the TSR modifier will be determined on a pro-rata basis.

As described more fully above under Compensation Discussion and Analysis 2016 Named Executive Officer Compensation, the performance-based RSUs for the special award made to Mr. Hawken will become eligible to vest in four equal installments over the four-year performance period from 2016 through 2019 if the Company achieves certain performance goals. One-fourth of the performance-based RSUs subject to the award will become eligible to vest if the Company achieves one of the following performance goals, subject to Mr. Hawken's continued employment through the end of the applicable year: (1) achievement of an annual TSR equal to 7.5% for the applicable calendar year or (2) achievement of a TSR that exceeds the TSR for the SNL US REIT Office Index for the applicable calendar

year. For any year during the performance period that the Company fails to meet either performance goal, such unvested performance-based RSUs will remain eligible to vest through the end of the performance period and will vest if the Company achieves an annualized TSR over the term of the award equal to 7.5% in any subsequent year in the performance period.

Vested performance-based RSUs are payable in an equal number of shares of our common stock. Payment will generally be made as the RSUs become vested, although the NEO may elect to have the RSUs paid on a deferred basis. The NEO does not have the right to vote or dispose of the performance-based RSUs, but does have the right to receive dividend equivalents (in cash or stock) based on the amount of dividends (if any) paid by the Company during the term of the award on a number of shares equal to the number of outstanding and unpaid performance-based RSUs then subject to the award. Such payments are generally made at the same time the related dividends are paid to our stockholders. However, dividend equivalents that would otherwise be paid during the applicable performance period under these awards will instead accrue and be paid at the end of the performance period only if the related performance goals for the award are satisfied.

Table of Contents

Named Executive Officer Compensation Tables

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END 2016

The following table sets forth summary information regarding the outstanding equity awards held by each of our NEOs as of December 31, 2016, including the vesting dates for the portions of these awards that had not vested as of that date.

Option Awards

Stock Awards

Name	Grant Date	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Exercisable Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Exercisable Options (#)	Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$) ⁽¹⁾
									(j)	(k)
John Kilroy	01/30/2012						11,987 ⁽²⁾	\$ 877,688		
	02/22/2012		150,000 ⁽³⁾		\$ 42.61	2/22/2022				

03/30/2012	29,498 ⁽⁴⁾ \$ 2,159,844
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03/30/2012	29,499 ⁽⁵⁾ \$ 2,159,917
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01/10/2013	12,274 ⁽⁶⁾ \$ 898,702
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01/10/2013	12,274 ⁽⁶⁾ \$ 898,702
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01/29/2014	15,410 ⁽⁶⁾ \$ 1,128,317
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01/29/2014	92,458 ⁽⁷⁾ \$ 6,769,787
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01/27/2015	
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