

LANDMAN WILLIAM

Form 4

November 16, 2009

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANDMAN WILLIAM

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
9701 WILSHIRE BLVD., SUITE
700

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

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

BEVERLY HILLS, CA 90210

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/13/2009		J ⁽¹⁾		22,037	D	\$ 0	354,341	I	See footnote ⁽²⁾
Common Stock	11/13/2009		D		286,047 ⁽³⁾	D	\$ 0	68,294	I	See footnote ⁽²⁾
Common Stock	11/16/2009		J ⁽⁴⁾		23,991	A	\$ 9.95	92,285	I	See footnote ⁽²⁾
Common	11/16/2009		J ⁽⁴⁾		9,258	A	\$	101.543	I	See

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Stock 9.92 footnote
(2)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Sponsors' Warrants (5)	\$ 12.5	11/12/2009		J(1)		40,000		11/13/2009	11/13/2013	Common Stock, par value \$0.0001 per share	40,000
Sponsors' Warrants	\$ 12.5	11/16/2009		D(6)		18,568		11/13/2009	11/13/2013	Common Stock, par value \$0.0001 per share	18,568

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LANDMAN WILLIAM
9701 WILSHIRE BLVD., SUITE 700 X
BEVERLY HILLS, CA 90210

Signatures

/s/ William
Landman 11/16/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to the Agreement, dated as of November 12, 2009, by and among Prospect Acquisition Corp. (now Kennedy-Wilson Holdings, Inc.) (the "Issuer"), Malibu Partners LLC, The Malibu Companies, LLC, Broad Beach Partners LLC and Kenneth J. Abdalla, on November 13, 2009, CMS Platinum Fund, L.P. transferred 22,037 shares of Common Stock and 40,000 Sponsors' Warrants (as defined below) to The Malibu Companies, LLC.

(2) CMS Platinum Fund, L.P. (formerly Capital Management Systems, Inc.) directly and beneficially owns all of the reported common stock. William Landman is the Managing Member of CMS Platinum Fund, L.P. (formerly Capital Management Systems, Inc.), and disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that Mr. Landman is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(3) Pursuant to the Forfeiture Agreement, dated as of September 8, 2009, by and among the Issuer, De Guardiola Advisors, Inc., De Guardiola Holdings, Inc., Flat Ridge Investments LLC, LLM Structured Equity Fund L.P., LLM Investors L.P., CMS Platinum Fund, L.P., SJC Capital LLC, Michael P. Castine, Daniel Gressel, Michael Downey, James J. Cahill, John Merchant and Kennedy-Wilson, Inc., as amended by Amendment No. 1 to the Forfeiture Agreement, dated as of October 22, 2009, the Issuer's initial stockholders, including CMS Platinum Fund, L.P., agreed to forfeit shares of common stock to the Issuer.

(4) CMS Platinum Fund, L.P. acquired as a transfer from its affiliate, LLM Structured Equity Fund L.P., 23,991 shares of Common Stock at the November 12, 2009 price of \$9.95 per share and 9,258 shares of Common Stock at the November 13, 2009 price of \$9.92 per share.

(5) Sponsors' warrants (the "Sponsors' Warrants") are identical to the warrants offered by the Issuer in its initial public offering (the "IPO"), except for those differences set forth in the final prospectus relating to the IPO (the "Prospectus") effective as of November 14, 2007. The Sponsors' Warrants were amended pursuant to the Registration Statement on Form S-4 that became effective October 28, 2009 and the approval of the Warrant Amendment proposal at the special meeting of warrant holders on November 13, 2009, so that the exercise price of the Sponsors' Warrants is \$12.50, the redemption trigger price is \$19.50 and the expiration date is November 14, 2013.

(6) In accordance with the terms of the Warrant Amendment, a pro rata portion of the Sponsors Warrants were cashed out for \$0.55 in cash per warrant.

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

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