

KILROY REALTY CORP  
Form 8-K  
November 02, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 OR 15 (d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**October 27, 2010**

**KILROY REALTY CORPORATION**

**KILROY REALTY, L.P.**

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

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Maryland (Kilroy Realty Corporation)      001-12675 (Kilroy Realty Corporation)      95-4598246 (Kilroy Realty Corporation)

Delaware (Kilroy Realty, L.P.)  
(State or other jurisdiction

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

95-4612685 (Kilroy Realty, L.P.)  
(IRS Employer

of incorporation)

File Number)

Identification No.)

12200 W. Olympic Boulevard, Suite 200, Los Angeles, California 90064

(Address of principal executive offices) (Zip Code)

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

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01 ENTRY INTO A MATERIAL AGREEMENT**

On October 27, 2010, Kilroy Realty, L.P. (the Operating Partnership ) and Kilroy Realty Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Barclays Capital Inc. ( Barclays ), Banc of America Securities LLC ( BofA Merrill Lynch ) and J.P. Morgan Securities LLC ( J.P. Morgan ).

Under the Underwriting Agreement, Barclays, BofA Merrill Lynch and J.P. Morgan agreed to serve as the representatives of the several underwriters listed on Schedule A attached to the Underwriting Agreement for the Operating Partnership s offering of \$325 million aggregate principal amount of its 5.000% Senior Notes due 2015. The notes will be fully and unconditionally guaranteed by the Company.

This description of certain of the terms of the Underwriting Agreement is qualified in its entirety by the terms of the agreement attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

1.1 Underwriting Agreement, dated October 27, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KILROY REALTY CORPORATION

By: /s/ Heidi R. Roth  
Heidi R. Roth  
*Senior Vice President and Controller*

Date: November 2, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KILROY REALTY, L.P.

By: KILROY REALTY CORPORATION,  
Its general partner

By: /s/ Heidi R. Roth  
Heidi R. Roth  
*Senior Vice President and Controller*

Date: November 2, 2010

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated October 27, 2010

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