

Kennedy-Wilson Holdings, Inc.  
Form 25  
March 26, 2010

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

**WASHINGTON, DC 20549**

**FORM 25**

**NOTIFICATION OF REMOVAL FROM LISTING AND/OR**  
**REGISTRATION UNDER SECTION 12(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number: 001-33824**

**Issuer: KENNEDY-WILSON HOLDINGS, INC**

**Exchange: THE NYSE AMEX LLC**

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

**9701 Wilshire Blvd., Suite 700**

**Beverly Hills, California 90212**

(Address, including zip code, and telephone number, including area code, Issuer's principal executive offices)

**Common Stock, \$0.0001 par value per share**

**Warrants, exercisable for Common Stock at an exercise**

**price of \$12.50 per share**

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration.

.. 17 CFR 240.12d2-2(a)(1)

.. 17 CFR 240.12d2-2(a)(2)

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.. 17 CFR 240.12d2-2(a)(3)

.. 17 CFR 240.12d2-2(a)(4)

.. Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.

x Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with the rules of the Exchange and the requirements of 17 CFR 240.12d2-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements of the Securities Exchange Act of 1934, Kennedy-Wilson Holdings, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

**KENNEDY-WILSON HOLDINGS, INC.**

Dated: March 26, 2010

By: /s/ FREEMAN LYLE  
Name: **Freeman Lyle**  
Title: **Chief Financial Officer**