

KILROY REALTY CORP
Form DEFA14A
May 20, 2014

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
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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.
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Following ongoing discussions between Kilroy Realty Corporation (the “Company”) and certain stockholders of the Company about the stockholder proposal regarding proxy access included in the Company’s Proxy Statement for its Annual Meeting of Stockholders (the “Proxy Access Proposal”) to be held on May 22, 2014 (the “2014 Annual Meeting”), the Company has agreed to amend its bylaws prior to the Company’s 2015 Annual Meeting of Stockholders to adopt a proxy access right for stockholders as further described below. Stockholders will continue to have the opportunity to vote on the Proxy Access Proposal included in the Company’s Proxy Statement for the 2014 Annual Meeting.

Proxy access allows eligible stockholders to place their own director nominees on the Company’s proxy card, along with the director candidates nominated by the Company’s board of directors. Under the bylaw amendment, a stockholder that has held at least 5% of the Company’s shares for a three-year holding period would be eligible to nominate up to one quarter of the number of directors then serving, subject to certain procedural and disclosure requirements.