

Edgar Filing: KILROY REALTY CORP - Form SC 13G

KILROY REALTY CORP  
Form SC 13G  
February 13, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.\_\_\_\_) \*

Kilroy Realty Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

49427F108

-----  
(CUSIP Number)

December 31, 2013

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)  
☐ Rule 13d-1(c)  
☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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EII Capital Management, Inc. 13-3162003

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER
	1,537,200	

OWNED BY EACH REPORTING	6	SHARED VOTING POWER
	1,272,400*	

PERSON WITH	7	SOLE DISPOSITIVE POWER
	2,084,900	

	8	SHARED DISPOSITIVE POWER
	2,108,200*	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,193,100

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON

IA

\* Shares owned by EII Realty Securities, Inc., a wholly owned subsidiary of EII Capital Management, Inc.

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Item 1. (a) Name of Issuer:  
Kilroy Realty Corporation

(b) Address of Issuer's Principal Executive Offices:  
1220 West Olympic Boulevard, Suite 200  
Los Angeles, CA 90064

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- Item 2.
- (a) Name of Person Filing:  
EII Capital Management, Inc.
  - (b) Address of Principal Business Office or, if none, Residence:  
640 Fifth Avenue, 8th Floor  
New York, NY 10019
  - (c) Citizenship:  
USA
  - (d) Title of Class of Securities:  
Common Stock
  - (e) CUSIP Number:  
49427F108
- Item 3.
- If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- (a) ☐ Broker or Dealer registered under Section 15 of the Act;
  - (b) ☐ Bank as defined in Section 3(a)(6) of the Act;
  - (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act;
  - (d) ☐ Investment Company registered under Section 8 of the Investment Company Act of 1940;
  - (e) ☒ An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  - (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
  - (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
  - (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
  - (j) ☐ A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
  - (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).
- Item 4.
- Ownership.
- (a) Amount Beneficially Owned:  
4,193,100
  - (b) Percent of Class:  
5.1%
  - (c) Number of Shares as to which such person has:

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- (i) Sole power to vote or to direct the vote:  
1,537,200
- (ii) Shared power to vote or to direct the vote:  
1,272,400\*
- (iii) Sole power to dispose or to direct the disposition of:  
2,084,900
- (iv) Shared power to dispose or to direct the disposition of:  
2,108,200\*

\* Shares owned by EII Realty Securities, Inc., a wholly owned subsidiary of EII Capital Management, Inc.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes or effect.

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Signature.

After reasonable inquiry and to the best of my knowledge and belief, I  
certify that the information set forth in this statement is true, complete and  
correct.

2/13/14

-----  
Date

/s/ Michael J. Meagher

-----  
Signature

Michael J. Meagher  
Chief Compliance Officer

-----  
Name/Title

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