

**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): August 23, 2017

KILROY REALTY CORPORATION
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-12675
(Commission File Number)

95-4598246
(IRS Employer
Identification No.)

12200 W. Olympic Boulevard, Suite 200
Los Angeles, California
(Address of principal executive offices)

90064
(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On August 23, 2017, Kilroy Realty Corporation (the “Company”) filed with the State Department of Assessments and Taxation of Maryland (the “Department”) two separate Articles Supplementary to its Articles of Restatement, as amended and supplemented, (i) reclassifying 4,600,000 authorized but unissued shares of the Company's 6.875% Series G Cumulative Redeemable Preferred Stock (the “Series G Preferred Stock”), constituting all of the shares classified and designated as Series G Preferred Stock, as authorized but unissued and unclassified shares of preferred stock, par value \$0.01 per share (the “Preferred Stock”) of the Company, and (ii) reclassifying 4,000,000 authorized but unissued shares of the Company's 6.375% Series H Cumulative Redeemable Preferred Stock (the “Series H Preferred Stock”) constituting all of the shares classified and designated as Series H Preferred Stock, as authorized but unissued and unclassified shares of Preferred Stock of the Company.

The Articles Supplementary for both the Series G Preferred Stock and the Series H Preferred Stock were effective upon filing with the Department. The foregoing summary is qualified in its entirety by reference to the full text of both the Articles Supplementary, copies of which are attached as Exhibit 3.1 and Exhibit 3.2 hereto and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

- 3.1* Articles Supplementary reclassifying shares of the Series G Preferred Stock of the Company
 - 3.2* Articles Supplementary reclassifying shares of the Series H Preferred Stock of the Company
 - * Filed herewith
-

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.

Date: August 23, 2017

Kilroy Realty Corporation

By: /s/ Heidi R. Roth

Heidi R. Roth
Executive Vice President,
Chief Accounting Officer and Controller

EXHIBIT INDEX

- 3.1* Articles Supplementary reclassifying shares of the Series G Preferred Stock of the Company
- 3.2* Articles Supplementary reclassifying shares of the Series H Preferred Stock of the Company
- * Filed herewith

KILROY REALTY CORPORATION

ARTICLES SUPPLEMENTARY

**REDESIGNATION AND RECLASSIFICATION 4,600,000 SHARES OF 6.875% SERIES G
CUMULATIVE REDEEMABLE PREFERRED STOCK AS PREFERRED STOCK**

Kilroy Realty Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: Pursuant to the authority expressly vested in the Board of Directors of the Corporation (the "Board of Directors") by Article IV of the Articles of Restatement of the Corporation filed with the Department on May 23, 2012, as supplemented (the "Charter") and Section 2-105 of the Maryland General Corporation Law, the Board of Directors has adopted resolutions reclassifying 4,600,000 authorized but unissued shares of the Corporation's 6.875% Series G Cumulative Redeemable Preferred Stock (the "Series G Preferred Stock"), constituting all of the shares classified and designated as Series G Preferred Stock, as authorized but unissued and unclassified shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"), of the Corporation.

SECOND: After giving effect to the reclassification of such authorized but unissued shares of Series G Preferred Stock described in Article FIRST, the number of authorized but unissued shares of Series G Preferred Stock is zero, and the number of shares of Preferred Stock which the Corporation has authority to issue under its Charter is 30,000,000 shares of which 4,000,000 shares are classified and designated as 6.375% Series H Cumulative Redeemable Preferred Stock and 26,000,000 remain unclassified and undesignated.

THIRD: The shares of Series G Preferred Stock described herein have been redesignated and reclassified by the Board of Directors under the authority contained in the Charter.

FOURTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

FIFTH: These Articles Supplementary shall be effective at the time the Department accepts them for record.

SIXTH: The undersigned Executive Vice President of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Executive Vice President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Executive Vice President and attested to by its Treasurer on this 22nd day of August, 2017.

Kilroy Realty Corporation

By: /s/ Tyler H. Rose

Tyler H. Rose
Executive Vice President,
Chief Financial Officer and Secretary

ATTEST:

 /s/ Michelle Ngo

Michelle Ngo
Senior Vice President and Treasurer

KILROY REALTY CORPORATION

ARTICLES SUPPLEMENTARY

**REDESIGNATION AND RECLASSIFICATION 4,000,000 SHARES OF 6.375% SERIES H
CUMULATIVE REDEEMABLE PREFERRED STOCK AS PREFERRED STOCK**

Kilroy Realty Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: Pursuant to the authority expressly vested in the Board of Directors of the Corporation (the "Board of Directors") by Article IV of the Articles of Restatement of the Corporation filed with the Department on May 23, 2012, as supplemented (the "Charter") and Section 2-105 of the Maryland General Corporation Law, the Board of Directors has adopted resolutions reclassifying 4,000,000 authorized but unissued shares of the Corporation's 6.375% Series H Cumulative Redeemable Preferred Stock (the "Series H Preferred Stock"), constituting all of the shares classified and designated as Series H Preferred Stock, as authorized but unissued and unclassified shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"), of the Corporation.

SECOND: After giving effect to the reclassification of such authorized but unissued shares of Series H Preferred Stock described in Article FIRST, the number of authorized but unissued shares of Series H Preferred Stock is zero, and the number of shares of Preferred Stock which the Corporation has authority to issue under its Charter is 30,000,000 shares all of which remain unclassified and undesignated.

THIRD: The shares of Series H Preferred Stock described herein have been redesignated and reclassified by the Board of Directors under the authority contained in the Charter.

FOURTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

FIFTH: These Articles Supplementary shall be effective at the time the Department accepts them for record.

SIXTH: The undersigned Executive Vice President of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Executive Vice President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.
