
Section 1: 8-K (8-K)

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): **February 13, 2019 (February 8, 2019)**

KITE REALTY GROUP TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-32268
(Commission
File Number)

11-3715772
(IRS Employer
Identification Number)

**30 S. Meridian Street
Suite 1100
Indianapolis, IN 46204**

(Address of principal executive offices) (Zip Code)

(317) 577-5600
(Registrant's telephone number, including area code)

Not applicable
(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 Instruction A.2. below):

- 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On February 8, 2019, Gerald W. Grupe discussed with Kite Realty Group Trust (the “Company”) his retirement from the Board of Trustees (the “Board”) of the Company, effective as of the end of his current term at the 2019 annual meeting of shareholders on May 14, 2019. As a result of his retirement, Mr. Grupe will not stand for reelection to the Board at the 2019 annual meeting of shareholders, and the Board has determined to reduce the size of the Board from nine to eight members for trustee elections in 2019.

Mr. Grupe was first elected to serve on the Board in 2014. In this capacity, he provided leadership and guidance to the Company based on his personal accomplishments as a successful businessman and contributor to our community. Mr. Grupe has not expressed any disagreements with the Company with respect to any matter relating to the Company’s operations, policies or practices.

Item 8.01 Other Events

On February 13, 2019, the Company issued a press release announcing that it has scheduled its annual meeting of shareholders to be held on Tuesday, May 14, 2019, at 9:00 a.m. Eastern Time for shareholders of record as of the record date. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Kite Realty Group Trust Press Release, dated February 13, 2019

EXHIBIT INDEX

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99.1	Kite Realty Group Trust Press Release, dated February 13, 2019

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.

KITE REALTY GROUP TRUST

Date: February 13, 2019

By: /s/ Scott E. Murray
Name: Scott E. Murray
Title: Executive Vice President, General Counsel and Corporate Secretary

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



PRESS RELEASE

Contact Information: Kite Realty Group Trust
Heath R. Fear
EVP, Chief Financial Officer
(317) 577-5609
hfear@kiterealty.com

Kite Realty Group Trust Announces Quarterly Common Dividend and Annual Shareholder Meeting

Indianapolis, Ind., February 13, 2019 — Kite Realty Group Trust (NYSE: KRG) (the “Company”) announced today that its Board of Trustees declared a quarterly cash distribution of \$0.3175 per common share for the quarter ended March 31, 2019. This distribution will be paid on or about March 29, 2019, to shareholders of record as of March 22, 2019.

The Company also announced today that it has scheduled its Annual Meeting of Shareholders to be held on Tuesday, May 14, 2019, at 9:00 a.m. Eastern Time. Shareholders of record at the close of business on Monday, March 18, 2019, will be entitled to vote at the meeting.

About Kite Realty Group Trust

Kite Realty Group Trust is a full-service, vertically integrated real estate investment trust (REIT) that provides communities with convenient and beneficial shopping experiences. We connect consumers to tenants in desirable markets through our portfolio of neighborhood, community, and lifestyle centers. Using operational, development, and redevelopment expertise, we continuously optimize our portfolio to maximize value and return to our shareholders. As of September 30, 2018, KRG owned interests in 115 operating and redevelopment properties totaling approximately 22.4 million square feet and one development project (0.5 million square feet) currently under construction. For more information, please visit kiterealty.com.

Safe Harbor

Certain statements in this document that are not historical fact may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements are based on assumptions and expectations that may not be realized and are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, performance, transactions or achievements, financial or otherwise, may differ materially from the results, performance, transactions or achievements, financial or otherwise, expressed or implied by the forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to: national and local economic, business, real estate and other market conditions, particularly in light of low or negative growth in the U.S. economy as well as economic uncertainty caused by fluctuations in the prices of oil and other energy sources and inflationary trends or outlook; financing risks, including the availability of, and costs associated with, sources of liquidity; KRG’s ability to refinance, or extend the maturity dates of, its indebtedness; the level and volatility of interest rates; the

financial stability of tenants, including their ability to pay rent and the risk of tenant bankruptcies; the competitive environment in which KRG operates; acquisition, disposition, development and joint venture risks; property ownership and management risks; KRG's ability to maintain its status as a real estate investment trust for federal income tax purposes; potential environmental and other liabilities; impairment in the value of real estate property KRG owns; the impact of online retail competition and the perception that such competition has on the value of shopping center assets; risks related to the geographical concentration of KRG's properties in Florida, Indiana and Texas; insurance costs and coverage; risks associated with cybersecurity attacks and the loss of confidential information and other business interruptions; and other factors affecting the real estate industry generally. KRG refers you to the documents filed by KRG from time to time with the SEC, specifically the section titled "Risk Factors" in KRG's and the Operating Partnership's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which discuss these and other factors that could adversely affect KRG's results. KRG undertakes no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

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