

KITE REALTY GROUP TRUST
Form 10-K/A
July 14, 2014

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

FORM 10-K/A

(Amendment No. 1)

(Mark One)

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2013

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ **to** _____

Commission File Number: 001-32268

Kite Realty Group Trust

(Exact name of registrant as specified in its charter)

Maryland

11-3715772

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(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

30 S. Meridian Street, Suite 1100

Indianapolis, Indiana 46204

(Address of principal executive offices) (Zip code)

(317) 577-5600

(Registrant's telephone number, including area code)

| Title of each class | Name of each exchange on which registered |
|---|---|
| Common Shares, \$0.01 par value | New York Stock Exchange |
| 8.25% Series A Cumulative Redeemable Perpetual Preferred Shares | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer
Non-accelerated filer
(do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act) Yes No

The aggregate market value of the voting and non-voting common shares held by non-affiliates of the Registrant as the last business day of the Registrant's most recently completed second quarter was \$558 million based upon the closing price of \$6.03 per share on the New York Stock Exchange on such date.

The number of Common Shares outstanding as of February 21, 2014 was 130,886,126 (\$.01 par value).

EXPLANATORY NOTE

Kite Realty Group Trust (the Company) is filing this Amendment No. 1 on Form 10-K/A (the Amendment) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (the Original Form 10-K Filing), which was originally filed with the U.S. Securities and Exchange Commission (the SEC) on March 7, 2014, solely for the purpose of filing as an exhibit the Purchase and Sale Agreement, dated as of November 5, 2013, by and among KRG Development, LLC, a wholly-owned subsidiary of the Company, and OZ/CLP Hunter's Creek LLC, OZ/CLP Lakewood LLC, OZ/CLP Northdale LLC, OZ/CLP Burnt Store LLC, OZ/CLP Portofino LP, OZ/CLP Kingwood Commons LP, OZ/CLP Clay LLC, OZ/CLP Trussville I LLC, OZ/CLP Trussville II LLC, and OZ/CLP Beechwood LLC (the Purchase Agreement) which was inadvertently omitted from the Original Filing. In addition, in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), Item 15 of Part IV of the Original Form 10-K Filing has been amended and restated to include as exhibits the Purchase Agreement and new certifications by our principal executive officer and principal financial officer and to update the filing location of certain other exhibits included therein.

Except as expressly set forth herein, this Amendment does not reflect events occurring after the date of the Original Form 10-K Filing or modify or update any of the other disclosures contained therein in any way other than as required to reflect the amendments discussed above. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K Filing and the Company's other filings with the SEC.

PART IV

ITEM 15. EXHIBITS, AND FINANCIAL STATEMENT SCHEDULE

- (a) Documents filed as part of this report:
- (1) Financial Statements:
Consolidated financial statements for the Company listed on the index immediately preceding the financial statements at the end of this report.
 - (2) Financial Statement Schedule:
Financial statement schedule for the Company listed on the index immediately preceding the financial statements at the end of this report.
 - (3) Exhibits:
The Company files as part of this report the exhibits listed on the Exhibit Index.
- (b) Exhibits:
The Company files as part of this report the exhibits listed on the Exhibit Index.
- (c) Financial Statement Schedule:
The Company files as part of this report the financial statement schedule listed on the index immediately preceding the financial statements at the end of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KITE REALTY GROUP TRUST
(Registrant)

/s/ JOHN A. KITE
John A. Kite
Chairman and Chief Executive Officer
(Principal Executive Officer)

July 14, 2014
(Date)

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EXHIBIT INDEX

| Exhibit No. | Description | Location |
|-------------|---|--|
| 3.1 | Articles of Amendment and Restatement of Declaration of Trust of the Company | Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 3.2 | Articles Supplementary designating Kite Realty Group Trust's 8.250% Series A Cumulative Redeemable Perpetual Preferred Shares, liquidation preference \$25.00 per share, par value \$0.01 per share | Incorporate by reference to Exhibit 3.2 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on March 12, 2012 |
| 3.3 | Articles Supplementary establishing additional shares of Kite Realty Group Trust's 8.250% Series A Cumulative Redeemable Perpetual Preferred Shares, liquidation preference \$25.00 per share, par value \$0.01 per share | Incorporated by reference to Exhibit 3.1 to Kite Realty Group Trust's registration statement of Form 8-A filed on December 7, 2010 |
| 3.4 | First Amended and Restated Bylaws of the Company, as amended | Incorporated by reference to Exhibit 3.1 of the Quarterly Report on Form 10-Q of Kite Realty Group Trust for the period ended June 30, 2012 |
| 4.1 | Form of Common Share Certificate | Incorporated by reference to Exhibit 4.1 to Kite Realty Group Trust's registration statement on Form S-11 (File No. 333-114224) declared effective by the SEC on August 10, 2004 |
| 4.2 | Form of share certificate evidencing the 8.250% Series A Cumulative Redeemable Perpetual Preferred Shares, liquidation preference \$25.00 per share, per value \$0.01 per share | Incorporate by reference to Exhibit 4.1 to Kite Realty Group Trust's registration statement on Form 8-A filed on December 7, 2010 |
| 10.1 | Amended and Restated Agreement of Limited Partnership of Kite Realty Group, L.P., dated as of August 16, 2004 | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.2 | Amendment No. 1 to Amended and Restated Agreement of Limited Partnership of Kite Realty Group, L.P., dated as of December 7, 2010 | Incorporate by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on December 13, 2010 |
| 10.3 | Amendment No. 2 to Amended and Restated Agreement of Limited Partnership of Kite Realty Group, L.P. | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on March 12, 2012 |
| 10.4 | Employment Agreement, dated as of August 16, 2004, by and between the Company and John A. Kite* | Incorporated by reference to Exhibit 10.9 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.5 | Employment Agreement, dated as of August 16, 2004, by and between the Company and Thomas K. McGowan* | Incorporated by reference to Exhibit 10.10 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.6 | Employment Agreement, dated as of August 16, 2004, by and between the Company and Daniel R. Sink* | Incorporated by reference to Exhibit 10.11 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.7 | | |

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Noncompetition Agreement, dated as of August 16, 2004,
by and between the Company and John A. Kite*

Incorporated by reference to Exhibit 10.13 to the Current
Report on Form 8-K of Kite Realty Group

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Trust filed with the SEC on August 20, 2004

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| 10.8 | Noncompetition Agreement, dated as of August 16, 2004, by and between the Company and Thomas K. McGowan* | Incorporated by reference to Exhibit 10.14 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.9 | Noncompetition Agreement, dated as of August 16, 2004, by and between the Company and Daniel R. Sink* | Incorporated by reference to Exhibit 10.15 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.10 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and Alvin E. Kite* | Incorporated by reference to Exhibit 10.16 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.11 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and John A. Kite* | Incorporated by reference to Exhibit 10.17 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.12 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and Thomas K. McGowan* | Incorporated by reference to Exhibit 10.18 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.13 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and Daniel R. Sink* | Incorporated by reference to Exhibit 10.19 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.14 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and William E. Bindley* | Incorporated by reference to Exhibit 10.20 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.15 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and Michael L. Smith* | Incorporated by reference to Exhibit 10.21 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.16 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and Eugene Golub* | Incorporated by reference to Exhibit 10.22 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.17 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and Richard A. Cosier* | Incorporated by reference to Exhibit 10.23 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.18 | Indemnification Agreement, dated as of August 16, 2004, by and between Kite Realty Group, L.P. and Gerald L. Moss* | Incorporated by reference to Exhibit 10.24 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.19 | Indemnification Agreement, dated as of November 3, 2008, by and between Kite Realty Group, L.P. and Darell E. Zink, Jr.* | Incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of Kite Realty Group Trust for the period ended September 30, 2008 |
| 10.20 | Indemnification Agreement, dated as of March 8, 2013, by and between Kite Realty Group, L.P. and Victor J. Coleman * | Incorporated by reference to Exhibit 10.20 to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2012 |
| 10.21 | Indemnification Agreement, dated as of March 7, 2014, by and between Kite Realty Group, L.P. and Christie B. Kelly * | Incorporated by reference to Exhibit 10.21 to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |

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| 10.22 | Indemnification Agreement, dated as of March 7, 2014, by and between Kite Realty Group, L.P. and David R. O Reilly * | Incorporated by reference to Exhibit 10.22 to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 10.23 | Indemnification Agreement, dated as of March 7, 2014, by and between Kite Realty Group, L.P. and Barton R. Peterson * | Incorporated by reference to Exhibit 10.22 to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 10.24 | Kite Realty Group Trust 2013 Equity Incentive Plan * | Incorporated by reference to the Kite Realty Group Trust definitive Proxy Statement, filed with the SEC on April 8, 2013 |
| 10.25 | Kite Realty Group Trust Executive Bonus Plan* | Incorporated by reference to Exhibit 10.27 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.26 | Kite Realty Group Trust 2008 Employee Share Purchase Plan* | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on May 12, 2008 |
| 10.27 | Registration Rights Agreement, dated as of August 16, 2004, by and among the Company, Alvin E. Kite, Jr., John A. Kite, Paul W. Kite, Thomas K. McGowan, Daniel R. Sink, George F. McMannis, Mark Jenkins, C. Kenneth Kite, David Grieve and KMI Holdings, LLC | Incorporated by reference to Exhibit 10.32 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.28 | Amendment No. 1 to Registration Rights Agreement, dated August 29, 2005, by and among the Company and the other parties listed on the signature page thereto | Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of Kite Realty Group Trust for the period ended September 30, 2005 |
| 10.29 | Tax Protection Agreement, dated August 16, 2004, by and among the Company, Kite Realty Group, L.P., Alvin E. Kite, Jr., John A. Kite, Paul W. Kite, Thomas K. McGowan and C. Kenneth Kite | Incorporated by reference to Exhibit 10.33 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 20, 2004 |
| 10.30 | Form of Nonqualified Share Option Agreement under 2013 Equity Incentive Plan* | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on May 14, 2013 |
| 10.31 | Form of Restricted Share Agreement under 2013 Equity Incentive Plan* | Incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on May 14, 2013 |
| 10.32 | Schedule of Non-Employee Trustee Fees and Other Compensation* | Incorporated by reference to Exhibit 10.4 of the Quarterly Report on Form 10-Q of Kite Realty Group Trust for the period ended June 30, 2013 |
| 10.33 | Kite Realty Group Trust Trustee Deferred Compensation Plan* | Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Kite Realty Group Trust for the period ended June 30, 2006 |
| 10.34 | Consulting Agreement, dated as of March 31, 2009, by and between the Company and Alvin E. Kite, Jr. | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on April 6, 2009 |
| 10.35 | Third Amended and Restated Credit Agreement, dated as of February 26, 2013, by and among the Operating | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on March 4, 2013 |

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Partnership, the Company, KeyBank National Association, as Administrative Agent, Bank of America, N.A., as Syndication Agent, Wells Fargo Bank, National Association, as successor to Wachovia Bank, National Association, as Documentation Agent, KeyBanc Capital Markets and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Co-Lead Arrangers, and the other lenders party thereto.

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| 10.36 | Second Amended and Restated Guaranty, dated as of February 26, 2013, by the Company and certain subsidiaries of the Operating Partnership party thereto. | Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on March 4, 2013 |
| 10.37 | Term Loan Agreement, dated as of April 30, 2012, by and among the Operating Partnership, the Company, KeyBank National Association, as Administrative Agent, Wells Fargo Bank, National Association, as Syndication Agent, the Huntington National Bank, as Documentation Agent, Keybank Capital Markets and Wells Fargo Securities, LLC, as Joint Bookrunners and Joint Lead Arrangers, and the other lenders party thereto. | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on May 4, 2012 |
| 10.38 | First Amendment to Term Loan Agreement, dated as of February 26, 2013, by and among the Operating Partnership, the Company, certain subsidiaries of the Operating Partnership party thereto, KeyBank National Association, as a lender and as Administrative Agent, and the other lenders party thereto. | Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on March 4, 2013 |
| 10.39 | Second Amendment to Term Loan Agreement, dated as of August 21, 2013, by and among the Operating Partnership, the Company, certain subsidiaries of the Operating Partnership party thereto, KeyBank National Association, as a lender and as Administrative Agent, and the other lenders party thereto. | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on August 27, 2013 |
| 10.40 | Guaranty, dated as of April 30, 2012, by the Company and certain subsidiaries of the Operating Partnership party thereto | Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Kite Realty Group Trust filed with the SEC on May 4, 2012 |
| 10.41 | Purchase and Sale Agreement, dated as of November 5, 2013, by and among KRG Development, LLC, a wholly-owned subsidiary of the Company, and OZ/CLP Hunter s Creek LLC, OZ/CLP Lakewood LLC, OZ/CLP Northdale LLC, OZ/CLP Burnt Store LLC, OZ/CLP Portofino LP, OZ/CLP Kingwood Commons LP, OZ/CLP Clay LLC, OZ/CLP Trussville I LLC, OZ/CLP Trussville II LLC, and OZ/CLP Beechwood LLC | Filed herewith |
| 12.1 | Statement of Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends | Incorporated by reference to Exhibit 12.1 to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 21.1 | List of Subsidiaries | Incorporated by reference to Exhibit 12.1 to the Annual Report on Form 10-K of Kite Realty Group |

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Trust for the period ended December 31, 2013

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| 23.1 | Consent of Ernst & Young LLP | Incorporated by reference to Exhibit 23.1 to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 31.1 | Certification of principal executive officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.2 | Certification of principal financial officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 101.INS | XBRL Instance Document | Incorporated by reference to Exhibit 101.INS to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 101.SCH | XBRL Taxonomy Extension Schema Document | Incorporated by reference to Exhibit 101.SCH to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | Incorporated by reference to Exhibit 101.CAL to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | Incorporated by reference to Exhibit 101.LAB to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | Incorporated by reference to Exhibit 101.PRE to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | Incorporated by reference to Exhibit 101.DEF to the Annual Report on Form 10-K of Kite Realty Group Trust for the period ended December 31, 2013 |

* Denotes a management contract or compensatory, plan contract or arrangement.