#### Edgar Filing: WATSA V PREM ET AL - Form 3

WATSA V PREM ET AL

Form 3 June 01, 2010

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

 FAIRFAX FINANCIAL **HOLDINGS LTD/CAN** 

(Last)

(First)

(Middle)

Statement

(Month/Day/Year) 05/21/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

KENNEDY WILSON INC [KW]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(give title below) (specify below)

5. If Amendment, Date Original

Filed(Month/Day/Year)

95 WELLINGTON STREET WEST. SUITE 800

(Street)

Director

Officer

\_\_X\_\_ 10% Owner Other

6. Individual or Joint/Group

Filing(Check Applicable Line) Form filed by One Reporting

Person

\_X\_ Form filed by More than One

Reporting Person

TORONTO, A6Â M5J 2N7

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect

(I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and 3. Title and Amount of **Expiration Date** (Month/Day/Year)

Exercisable

Securities Underlying **Derivative Security** 

4. Conversion or Exercise

5. Ownership 6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

**Expiration Title** 

Date

Amount or Number of Derivative Security

Price of

Security: Direct (D)

Form of

Derivative

1

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			Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock (the ?Preferred Shares?)	(1)	(2)	Common Stock, \$0.0001 par 7,380,666 value (?Common Shares?)	1 \$ <u>(3)</u>	I	See Footnote (4)

# **Reporting Owners**

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7	Â	ÂX	Â	Â	
WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7	Â	ÂX	Â	Â	
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7	Â	ÂX	Â	Â	
SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST. VANCOUVER, A1 V6C 3L3	Â	ÂX	Â	Â	
810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7	Â	ÂX	Â	Â	
UNITED STATES FIRE INSURANCE CO 305 MADISON AVENUE MORRISTOWN, NJ 07962	Â	ÂX	Â	Â	
NORTH RIVER INSURANCE CO 305 MADISON AVENUE MORRISTOWN, NJ 07962	Â	ÂX	Â	Â	
ODYSSEY AMERICA REINSURANCE CORP 300 FIRST STAMFORD PLACE STAMFORD, CT 06902	Â	ÂX	Â	Â	

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## **Signatures**

BY: /s/ Paul Rivett, Paul Rivett, Vice President and Chief Legal Officer	06/01/2010
**Signature of Reporting Person	Date
BY: /s/ V. Prem Watsa, V. Prem Watsa	06/01/2010
**Signature of Reporting Person	Date
BY: /s/ V. Prem Watsa, V. Prem Watsa, President	06/01/2010
**Signature of Reporting Person	Date
BY: /s/ V. Prem Watsa, V. Prem Watsa, President	06/01/2010
**Signature of Reporting Person	Date
BY: /s/ V. Prem Watsa, V. Prem Watsa, President	06/01/2010
**Signature of Reporting Person	Date
BY: /s/ Paul W. Bassaline, Paul W. Bassaline, Vice President	06/01/2010
**Signature of Reporting Person	Date
BY: /s/ Paul W. Bassaline, Paul W. Bassaline, Vice President	06/01/2010
**Signature of Reporting Person	Date
BY: /s/ Kirk Reische, Kirk Reische, Vice President	06/01/2010
**Signature of Reporting Person	Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Preferred Shares are convertible into Common Shares at the option of the holder thereof at any time prior to May 21, 2015.
- (2) The Preferred Shares will be automatically converted into Common Shares on May 21, 2015.
- Each Preferred Share is convertible into approximately 80.5802 Common Shares, subject to adjustment under certain circumstances.
- 15,500 Preferred Shares are held by United States Fire Insurance Company, 11,000 Preferred Shares are held by The North River Insurance Company and its subsidiaries, 49,094 Preferred Shares are held by Odyssey America Reinsurance Corporation and its subsidiaries, and 16,000 Preferred Shares are held by certain other subsidiaries of Fairfax Financial Holdings Limited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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