

KITE REALTY GROUP TRUST
Form 8-K
March 09, 2005

**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): March 3, 2005

Kite Realty Group Trust

(Exact name of registrant as specified in its charter)

State of Organization:

Maryland

Commission File Number:

1-32268

IRS Employer Identification
Number:

11-3715772

**30 S. Meridian Street, Suite 1100
Indianapolis, Indiana 46204
Telephone: (317) 577-5600**

Date of report (Date of earliest event reported): March 3, 2005

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(Address, including zip code and telephone number, including area code, of principal executive offices)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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))
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Item 1.01 Entry into a Material Agreement

On March 3, 2005, Kite Realty Group Trust (the Company) entered into three related purchase and sale agreements for the acquisitions of three community shopping centers which are summarized as follows:

| Seller | Property Name | Location | Gross Leasable Area (sq. ft.) | Estimated Acquisition Cost (Millions) | Estimated Indebtedness to be Assumed (Millions) |
|---|-------------------------------------|----------------|-------------------------------|---------------------------------------|---|
| U.S. Retail Income Fund VIII-E, Limited Partnership | Plaza Volente Shopping Center | Austin, TX | 156,308 | \$ 36.1 | \$ |
| U.S. Retail Income Fund IV, Limited Partnership | Indian River Square Shopping Center | Vero Beach, FL | 144,134 | 16.4 | |
| U.S. Retail Income Fund VIII-D, Limited Partnership | Fountain Oaks Shopping Center | Atlanta, GA | 160,598 | 26.0 | 13.7 |
| Total | | | 461,040 | \$ 78.5 | \$ 13.7 |

The acquisitions of these properties are subject to satisfactory completion of due diligence on or prior to April 15, 2005, satisfaction of other customary closing conditions and, in the case of the Fountain Oaks Shopping Center, the lender's consent to the assumption by the Company of existing indebtedness. Each Seller has the option to terminate its agreement with the Company if any of the other acquisitions do not simultaneously close. There can be no assurance that the conditions to completion of the acquisitions will be met or that these acquisitions will in fact be consummated.

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: March 9, 2005

By: /s/ Daniel R. Sink
Daniel R. Sink
Senior Vice President, Chief Financial Officer
and Treasurer