

KKR & Co. L.P.  
Form 10-Q  
November 04, 2016  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended September 30, 2016

Or

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 001-34820

KKR & CO. L.P.  
(Exact name of Registrant as specified in its charter)  
Delaware 26-0426107  
(State or other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification Number)

9 West 57<sup>th</sup> Street, Suite 4200  
New York, New York 10019  
Telephone: (212) 750-8300  
(Address, zip code, and telephone number, including  
area code, of registrant's principal executive office.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 and 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods 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 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:

Large accelerated filer  Accelerated filer

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

As of November 2, 2016, there were 449,530,989 Common Units of the registrant outstanding.

---

Table of Contents

KKR & CO. L.P.

FORM 10-Q

For the Quarter Ended September 30, 2016

INDEX

	Page No.
<u>PART I—FINANCIAL INFORMATION</u>	
Item 1. <u>Condensed Consolidated Financial Statements (Unaudited)</u>	<u>5</u>
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>65</u>
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>143</u>
Item 4. <u>Controls and Procedures</u>	<u>143</u>
<u>PART II—OTHER INFORMATION</u>	
Item 1. <u>Legal Proceedings</u>	<u>145</u>
Item 1A. <u>Risk Factors</u>	<u>145</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>146</u>
Item 3. <u>Defaults Upon Senior Securities</u>	<u>146</u>
Item 4. <u>Mine Safety Disclosures</u>	<u>146</u>
Item 5. <u>Other Information</u>	<u>146</u>
Item 6. <u>Exhibits</u>	<u>147</u>
<u>SIGNATURES</u>	<u>148</u>

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, or the Exchange Act, which reflect our current views with respect to, among other things, our operations and financial performance. You can identify these forward looking statements by the use of words such as "outlook," "believe," "expect," "potential," "continue," "may," "should," "seek," "approximately," "predict," "intend," "will," "plan," "estimate," "anticipate," the negative version of these words, other comparable words or other statements that do not relate strictly to historical or factual matters. Without limiting the foregoing, statements regarding the declaration and payment of distributions on common or preferred units of KKR, the timing, manner and volume of repurchases of common units pursuant to a repurchase program and the expected synergies from the acquisitions or strategic partnerships, may constitute forward-looking statements that are subject to the risk that the benefits and anticipated synergies from such transactions are not realized. Forward looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include those described under the section entitled "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Securities and Exchange Commission on February 26, 2016 and subsequent Quarterly Reports on Form 10-Q. These factors should be read in conjunction with the other cautionary statements that are included in this report and in our other periodic filings. We do not undertake any obligation to publicly update or review any forward looking statement, whether as a result of new information, future developments or otherwise.

In this report, references to "KKR," "we," "us," "our" and "our partnership" refer to KKR & Co. L.P. and its consolidated subsidiaries. Prior to KKR & Co. L.P. becoming listed on the New York Stock Exchange ("NYSE") on July 15, 2010, KKR Group Holdings L.P. ("Group Holdings") consolidated the financial results of KKR Management Holdings L.P. and KKR Fund Holdings L.P. (together, the "KKR Group Partnerships") and their consolidated subsidiaries. On August 5, 2014, KKR International Holdings L.P. became a KKR Group Partnership. Each KKR Group Partnership has an identical number of partner interests and, when held together, one Class A partner interest in each of the KKR Group Partnerships together represents one KKR Group Partnership Unit. In connection with KKR's issuance of Series A Preferred Units and Series B Preferred Units, the KKR Group Partnerships issued preferred units with economic terms designed to mirror those of the Series A Preferred Units and Series B Preferred Units, respectively.

References to "our Managing Partner" are to KKR Management LLC, which acts as our general partner and unless otherwise indicated, references to equity interests in KKR's business, or to percentage interests in KKR's business, reflect the aggregate equity of the KKR Group Partnerships and are net of amounts that have been allocated to our principals and other employees and non-employee operating consultants in respect of the carried interest from KKR's business as part of our "carry pool" and certain minority interests. References to "principals" are to our senior employees and non-employee operating consultants who hold interests in KKR's business through KKR Holdings L.P., which we refer to as "KKR Holdings," and references to our "senior principals" are to our senior employees who hold interests in our Managing Partner entitling them to vote for the election of its directors.

References to non-employee operating consultants include employees of KKR Capstone and are not employees of KKR. KKR Capstone refers to a group of entities that are owned and controlled by their senior management. KKR Capstone is not a subsidiary or affiliate of KKR. KKR Capstone operates under several consulting agreements with KKR and uses the "KKR" name under license from KKR.

Prior to October 1, 2009, KKR's business was conducted through multiple entities for which there was no single holding entity, but were under common control of senior KKR principals, and in which senior principals and KKR's other principals and individuals held ownership interests (collectively, the "Predecessor Owners"). On October 1, 2009, we completed the acquisition of all of the assets and liabilities of KKR & Co. (Guernsey) L.P. (f/k/a KKR Private Equity Investors, L.P. or "KPE") and, in connection with such acquisition, completed a series of transactions pursuant to which the business of KKR was reorganized into a holding company structure. The reorganization involved a contribution of certain equity interests in KKR's business that were held by KKR's Predecessor Owners to the KKR Group Partnerships in exchange for equity interests in the KKR Group Partnerships held through KKR Holdings. We refer to the acquisition of the assets and liabilities of KPE and to our subsequent reorganization into a holding company structure as the "KPE Transaction."

In this report, the term "GAAP" refers to accounting principles generally accepted in the United States of America.

Table of Contents

We disclose certain financial measures in this report that are calculated and presented using methodologies other than in accordance with GAAP. We believe that providing these performance measures on a supplemental basis to our GAAP results is helpful to unitholders in assessing the overall performance of KKR's businesses. These financial measures should not be considered as a substitute for similar financial measures calculated in accordance with GAAP, if available. We caution readers that these non-GAAP financial measures may differ from the calculations of other investment managers, and as a result, may not be comparable to similar measures presented by other investment managers. Reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP, where applicable, are included within "Condensed Consolidated Financial Statements (Unaudited)—Note 14. Segment Reporting" and later in this report under "Management's Discussion and Analysis of Financial Condition and Results of Operations — Segment Operating and Performance Measures" and " — Segment Balance Sheet."

This report uses the terms assets under management or AUM, fee paying assets under management or FPAUM, economic net income or ENI, fee related earnings or FRE, distributable earnings, capital invested, syndicated capital and book value. You should note that our calculations of these financial measures and other financial measures may differ from the calculations of other investment managers and, as a result, our financial measures may not be comparable to similar measures presented by other investment managers. These and other financial measures are defined in the section "Management's Discussion and Analysis of Financial Condition & Results of Operations—Segment Operating and Performance Measures" and " — Segment Balance Sheet."

References to "our funds" or "our vehicles" refer to investment funds, vehicles and/or accounts advised, sponsored or managed by one or more subsidiaries of KKR including CLO and CMBS vehicles, unless context requires otherwise. They do not include investment funds, vehicles or accounts of any hedge fund manager with which we have formed a strategic partnership where we have acquired a non-controlling interest.

Unless otherwise indicated, references in this report to our fully exchanged and diluted common units outstanding, or to our common units outstanding on a fully exchanged and diluted basis, reflect (i) actual common units outstanding, (ii) common units into which KKR Group Partnership Units not held by us are exchangeable pursuant to the terms of the exchange agreement described in this report, (iii) common units issuable in respect of exchangeable equity securities issued in connection with the acquisition of Avoca Capital ("Avoca"), and (iv) common units issuable pursuant to any equity awards actually issued or vested but not yet delivered under the KKR & Co. L.P. 2010 Equity Incentive Plan, which we refer to as our "Equity Incentive Plan," but do not reflect common units available for issuance pursuant to our Equity Incentive Plan for which grants have not yet been made.

Table of Contents

KKR &amp; CO. L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION (UNAUDITED)

(Amounts in Thousands, Except Unit Data)

	September 30, 2016	December 31, 2015
Assets		
Cash and Cash Equivalents	\$ 2,196,800	\$ 1,047,740
Cash and Cash Equivalents Held at Consolidated Entities	1,276,330	1,472,120
Restricted Cash and Cash Equivalents	180,611	267,628
Investments	31,277,959	65,305,931
Due from Affiliates	343,106	139,783
Other Assets	2,709,793	2,809,137
Total Assets	\$ 37,984,599	\$ 71,042,339
Liabilities and Equity		
Debt Obligations	\$ 17,589,353	\$ 18,714,597
Due to Affiliates	375,931	144,807
Accounts Payable, Accrued Expenses and Other Liabilities	3,197,050	2,715,350
Total Liabilities	21,162,334	21,574,754
Commitments and Contingencies		
Redeemable Noncontrolling Interests	395,210	188,629
Equity		
Series A Preferred Units (13,800,000 units issued and outstanding as of September 30, 2016)	332,988	—
Series B Preferred Units (6,200,000 units issued and outstanding as of September 30, 2016)	149,566	—
KKR & Co. L.P. Capital - Common Unitholders (446,200,620 and 457,834,875 common units issued and outstanding as of September 30, 2016 and December 31, 2015, respectively)	5,334,045	5,547,182
Total KKR & Co. L.P. Partner's Capital	5,816,599	5,547,182
Noncontrolling Interests	10,610,456	43,731,774
Total Equity	16,427,055	49,278,956
Total Liabilities and Equity	\$ 37,984,599	\$ 71,042,339

See notes to condensed consolidated financial statements.

Table of Contents

KKR &amp; CO. L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION (Continued) (UNAUDITED)

(Amounts in Thousands)

The following presents the portion of the consolidated balances presented in the condensed consolidated statements of financial condition attributable to consolidated variable interest entities ("VIEs") as of September 30, 2016 and December 31, 2015. KKR's consolidated VIEs consist primarily of certain collateralized financing entities ("CFEs") holding collateralized loan obligations ("CLOs") and commercial real estate mortgage-backed securities ("CMBS") and certain investment funds. With respect to consolidated VIEs, the following assets may only be used to settle obligations of these consolidated VIEs and the following liabilities are only the obligations of these consolidated VIEs. The noteholders, limited partners and other creditors of these VIEs have no recourse to KKR's general assets. Additionally, KKR has no right to the benefits from, nor does KKR bear the risks associated with, the assets held by these VIEs beyond KKR's beneficial interest therein and any fees generated from the VIEs. There are neither explicit arrangements nor does KKR hold implicit variable interests that would require KKR to provide any material ongoing financial support to the consolidated VIEs, beyond amounts previously committed, if any.

	September 30, 2016		
	Consolidated CFEs	Consolidated KKR Funds and Other Entities	Total
<b>Assets</b>			
Cash and Cash Equivalents Held at Consolidated Entities	\$ 840,212	\$ 436,118	\$ 1,276,330
Restricted Cash and Cash Equivalents	—	126,338	126,338
Investments	13,514,574	8,516,443	22,031,017
Due from Affiliates	—	8,610	8,610
Other Assets	266,646	561,950	828,596
<b>Total Assets</b>	<b>\$ 14,621,432</b>	<b>\$ 9,649,459</b>	<b>\$ 24,270,891</b>
<b>Liabilities</b>			
Debt Obligations	\$ 13,178,833	\$ 1,496,900	\$ 14,675,733
Due to Affiliates	—	—	—
Accounts Payable, Accrued Expenses and Other Liabilities	757,922	316,651	1,074,573
<b>Total Liabilities</b>	<b>\$ 13,936,755</b>	<b>\$ 1,813,551</b>	<b>\$ 15,750,306</b>

	December 31, 2015		
	Consolidated CFEs	Consolidated KKR Funds and Other Entities	Total
<b>Assets</b>			
Cash and Cash Equivalents Held at Consolidated Entities	\$ 975,433	\$ —	\$ 975,433
Investments	12,735,309	—	12,735,309
Other Assets	133,953	—	133,953
<b>Total Assets</b>	<b>\$ 13,844,695</b>	<b>\$ —</b>	<b>\$ 13,844,695</b>
<b>Liabilities</b>			



Edgar Filing: KKR & Co. L.P. - Form 10-Q

Debt Obligations	\$12,365,222	\$	—	\$12,365,222
Accounts Payable, Accrued Expenses and Other Liabilities	546,129	—		546,129
Total Liabilities	\$12,911,351	\$	—	\$12,911,351

See notes to condensed consolidated financial statements.

6

---

Table of Contents

KKR &amp; CO. L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(Amounts in Thousands, Except Unit Data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenues				
Fees and Other	\$687,056	\$ 188,626	\$ 1,426,618	\$ 735,845
Expenses				
Compensation and Benefits	358,161	96,959	780,062	873,649
Occupancy and Related Charges	16,405	16,484	49,159	48,388
General, Administrative and Other	136,551	163,477	413,437	424,093
Total Expenses	511,117	276,920	1,242,658	1,346,130
Investment Income (Loss)				
Net Gains (Losses) from Investment Activities	735,144	(1,555,681 )	9,089	3,474,748
Dividend Income	73,105	270,759	167,987	710,130
Interest Income	256,505	299,485	753,194	898,628
Interest Expense	(255,105 )	(151,554 )	(607,812 )	(402,944 )
Total Investment Income (Loss)	809,649	(1,136,991 )	322,458	4,680,562
Income (Loss) Before Taxes	985,588	(1,225,285 )	506,418	4,070,277
Income Tax / (Benefit)	10,826	(7,390 )	18,761	39,295
Net Income (Loss)	974,762	(1,217,895 )	487,657	4,030,982
Net Income (Loss) Attributable to Redeemable Noncontrolling Interests	3,121	(12,925 )	4,616	(11,883 )
Net Income (Loss) Attributable to Noncontrolling Interests	611,288	(1,014,382 )	353,044	3,586,640
Net Income (Loss) Attributable to KKR & Co. L.P.	360,353	(190,588 )	129,997	456,225
Net Income Attributable to Series A Preferred Unitholders	5,822	—	11,515	—
Net Income Attributable to Series B Preferred Unitholders	2,379	—	2,379	—
Net Income (Loss) Attributable to KKR & Co. L.P. Common Unitholders	\$352,152	\$(190,588 )	\$ 116,103	\$ 456,225
Net Income (Loss) Attributable to KKR & Co. L.P. Per Common Unit				
Basic	\$0.79	\$(0.42 )	\$0.26	\$ 1.03
Diluted	\$0.73	\$(0.42 )	\$0.24	\$ 0.95
Weighted Average Common Units Outstanding				
Basic	445,989,300	452,165,697	448,149,747	444,675,159
Diluted	479,975,673	452,165,697	483,134,985	480,338,335

See notes to condensed consolidated financial statements.



Table of Contents

KKR &amp; CO. L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

(Amounts in Thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net Income (Loss)	\$974,762	\$(1,217,895)	\$487,657	\$4,030,982
Other Comprehensive Income (Loss), Net of Tax:				
Foreign Currency Translation Adjustments	2,452	(6,824 )	679	(24,251 )
Comprehensive Income (Loss)	977,214	(1,224,719 )	488,336	4,006,731
Less: Comprehensive Income (Loss) Attributable to Redeemable Noncontrolling Interests	3,121	(12,925 )	4,616	(11,883 )
Less: Comprehensive Income (Loss) Attributable to Noncontrolling Interests	612,656	(1,020,114 )	351,547	3,572,197
Comprehensive Income (Loss) Attributable to KKR & Co. L.P.	\$361,437	\$(191,680 )	\$132,173	\$446,417

See notes to condensed consolidated financial statements.

8

Table of Contents

KKR &amp; CO. L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

(Amounts in Thousands, Except Unit Data)

	KKR & Co. L.P.		Accumulated	Total	Noncontrolling	Appropriated	Total	Redeemable
	Common	Capital -	Other	Capital -	Interests	Capital	Equity	Noncontrolling
	Units	Common	Comprehensive	Common				Interests
		Unitholders	Income (Loss)	Units				
Balance at January 1, 2015	433,330,540	\$5,403,095	\$(20,404)	\$5,382,691	\$46,004,377	\$16,895	\$51,403,963	\$300,098
Net Income (Loss)		456,225		456,225	3,586,640		4,042,865	(11,883 )
Other Comprehensive Income (Loss)-Foreign Currency Translation (Net of Tax)			(9,808 )	(9,808 )	(14,443 )		(24,251 )	
Cumulative-effect adjustment from adoption of accounting policies		(307 )		(307 )		(16,895 )	(17,202 )	
Exchange of KKR Holdings L.P. Units and Other Securities to KKR & Co. L.P. Common Units	12,754,560	164,718	(1,153 )	163,565	(163,565 )		—	
Tax Effects Resulting from Exchange of KKR Holdings L.P. Units and delivery of KKR & Co. L.P. Common Units		20,648	282	20,930			20,930	
Net Delivery of Common Units-Equity Incentive Plan	7,166,850	40,559		40,559			40,559	
Equity Based Compensation		148,970		148,970	64,879		213,849	
				—	4,647,456		4,647,456	172,493

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Capital Contributions								
Capital Distributions	(544,179 )		(544,179 )	(10,443,815 )			(10,987,994 )	(300,143 )
Balance at September 30, 2015	453,251,950	\$5,689,729	\$(31,083)	\$5,658,646	\$43,681,529	\$—	\$49,340,175	\$160,565

	KKR & Co. L.P.								
	Common Units	Capital - Common Unitholders	Accumulated Other Comprehensive Income (Loss)	Total Capital - Common Units	Capital - Series A Preferred Units	Capital - Series B Preferred Units	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests
Balance at January 1, 2016	457,834,875	\$5,575,981	\$(28,799)	\$5,547,182	\$—	\$—	\$43,731,774	\$49,278,956	\$18,000,000
Net Income (Loss)		116,103		116,103	11,515	2,379	353,044	483,041	4,610
Other Comprehensive Income (Loss)- Foreign Currency Translation (Net of Tax)			2,176	2,176			(1,497 )	679	
Deconsolidation of Funds				—			(34,240,240 )	(34,240,240 )	
Exchange of KKR Holdings L.P. Units and Other Securities to KKR & Co. L.P. Common Units	4,655,059	54,674	(480 )	54,194			(54,194 )	—	
Tax Effects Resulting from Exchange of KKR Holdings L.P. Units and delivery of KKR & Co. L.P. Common Units		(158 )	(89 )	(247 )				(247 )	
Net Delivery of Common Units - Equity	5,098,522	(28,234 )		(28,234 )				(28,234 )	
Incentive Plan Equity Based Compensation		148,257		148,257			37,775	186,032	
Unit Repurchases	(21,387,836 )	(291,903 )		(291,903 )				(291,903 )	
				—	332,988	149,566		482,554	

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Equity Issued in  
connection with  
Preferred Unit  
Offering

Capital Contributions			—				1,948,552	1,948,552	223,000
Capital Distributions	(213,483 )		(213,483 )	(11,515 )	(2,379 )		(1,164,758 )	(1,392,135 )	(21,000 )
Balance at									
September 30, 2016	446,200,620	\$5,361,237	\$(27,192)	\$5,334,045	\$332,988	\$149,566	\$10,610,456	\$16,427,055	\$39,000

See notes to condensed consolidated financial statements.

Table of Contents

KKR &amp; CO. L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(Amounts in Thousands)

	Nine Months Ended September 30,	
	2016	2015
<b>Operating Activities</b>		
Net Income (Loss)	\$487,657	\$4,030,982
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided (Used) by Operating Activities:		
Equity Based Compensation	186,032	213,849
Net Realized (Gains) Losses on Investments	(354,105 )	(4,335,930 )
Change in Unrealized (Gains) Losses on Investments	345,016	861,182
Carried Interest Allocated as a result of Changes in Fund Fair Value	(602,695 )	—
Other Non-Cash Amounts	29,465	(72,907 )
Cash Flows Due to Changes in Operating Assets and Liabilities:		
Change in Cash and Cash Equivalents Held at Consolidated Entities	(56,992 )	42,688
Change in Due from / to Affiliates	(157,793 )	22,326
Change in Other Assets	(50,166 )	466,498
Change in Accounts Payable, Accrued Expenses and Other Liabilities	442,025	(149,614 )
Investments Purchased	(14,323,221)	(21,320,354)
Proceeds from Investments	13,498,957	21,973,822
Net Cash Provided (Used) by Operating Activities	(555,820 )	1,732,542
<b>Investing Activities</b>		
Change in Restricted Cash and Cash Equivalents	32,953	(169,799 )
Purchase of Fixed Assets	(8,177 )	(9,977 )
Development of Oil and Natural Gas Properties	(1,588 )	(89,542 )
Proceeds from Sale of Oil and Natural Gas Properties	—	4,863
Net Cash Provided (Used) by Investing Activities	23,188	(264,455 )
<b>Financing Activities</b>		
Distributions to Partners	(213,483 )	(544,179 )
Distributions to Redeemable Noncontrolling Interests	(21,774 )	(300,143 )
Contributions from Redeemable Noncontrolling Interests	223,739	172,493
Distributions to Noncontrolling Interests	(1,164,758 )	(10,443,815)
Contributions from Noncontrolling Interests	1,726,529	4,647,456
Issuance of Preferred Units (net of issuance costs)	482,554	—
Preferred Unit Distributions	(13,894 )	—
Net Delivery of Common Units - Equity Incentive Plan	(28,234 )	40,559
Unit Repurchases	(291,903 )	—
Proceeds from Debt Obligations	5,339,824	10,373,768
Repayment of Debt Obligations	(4,353,147 )	(4,539,684 )
Financing Costs Paid	(3,761 )	(35,704 )
Net Cash Provided (Used) by Financing Activities	1,681,692	(629,249 )



Edgar Filing: KKR & Co. L.P. - Form 10-Q

Net Increase/(Decrease) in Cash and Cash Equivalents	1,149,060	838,838
Cash and Cash Equivalents, Beginning of Period	1,047,740	918,080
Cash and Cash Equivalents, End of Period	\$2,196,800	\$1,756,918

See notes to condensed consolidated financial statements.

10

---

Table of Contents

KKR &amp; CO. L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued) (UNAUDITED)

(Amounts in Thousands)

	Nine Months Ended September 30,	
	2016	2015
Supplemental Disclosures of Cash Flow Information		
Payments for Interest	\$600,701	\$350,193
Payments for Income Taxes	\$21,335	\$31,371
Supplemental Disclosures of Non-Cash Investing and Financing Activities		
Non-Cash Contributions of Equity Based Compensation	\$186,032	\$213,849
Non-Cash Contributions from Noncontrolling Interests	\$222,023	\$—
Cumulative effect adjustment from adoption of accounting guidance	\$—	\$(17,202)
Debt Obligations - Net Gains / Losses, Translation and Other	\$243,384	\$110,371
Tax Effects Resulting from Exchange of KKR Holdings L.P. Units and delivery of KKR & Co. L.P. Common Units	\$(247)	) \$20,930
Impairments of Oil and Natural Gas Properties	\$—	\$30,267
Changes in Consolidation including Adoption of ASU 2015-02		
Cash and Cash Equivalents Held at Consolidated Entities	\$(270,458)	) \$—
Restricted Cash and Cash Equivalents	\$(54,064)	) \$—
Investments	\$(35,686,489)	) \$—
Due From Affiliates	\$147,427	) \$—
Other Assets	\$(532,226)	) \$—
Debt Obligations	\$(2,355,305)	) \$—
Due to Affiliates	\$329,083	) \$—
Accounts Payable, Accrued Expenses and Other Liabilities	\$(129,348)	) \$—
Noncontrolling Interests	\$(34,240,240)	) \$—

See notes to condensed consolidated financial statements.

Table of Contents

KKR & CO. L.P.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(All Amounts in Thousands, Except Unit, Per Unit Data, and Except Where Noted)

1. ORGANIZATION

KKR & Co. L.P. (NYSE: KKR), together with its consolidated subsidiaries (“KKR”), is a leading global investment firm that manages investments across multiple asset classes including private equity, energy, infrastructure, real estate, credit and hedge funds. KKR aims to generate attractive investment returns by following a patient and disciplined investment approach, employing world class people, and driving growth and value creation at the asset level. KKR invests its own capital alongside the capital it manages for fund investors and brings debt and equity investment opportunities to others through its capital markets business.

KKR & Co. L.P. was formed as a Delaware limited partnership on June 25, 2007 and its general partner is KKR Management LLC (the “Managing Partner”). KKR & Co. L.P. is the parent company of KKR Group Limited, which is the non-economic general partner of KKR Group Holdings L.P. (“Group Holdings”), and KKR & Co. L.P. is the sole limited partner of Group Holdings. Group Holdings holds a controlling economic interest in each of (i) KKR Management Holdings L.P. (“Management Holdings”) through KKR Management Holdings Corp., a Delaware corporation which is a domestic corporation for U.S. federal income tax purposes, (ii) KKR Fund Holdings L.P. (“Fund Holdings”) directly and through KKR Fund Holdings GP Limited, a Cayman Island limited company which is a disregarded entity for U.S. federal income tax purposes, and (iii) KKR International Holdings L.P. (“International Holdings”, and together with Management Holdings and Fund Holdings, the “KKR Group Partnerships”) directly and through KKR Fund Holdings GP Limited. Group Holdings also owns certain economic interests in Management Holdings through a wholly owned Delaware corporate subsidiary of KKR Management Holdings Corp. and certain economic interests in Fund Holdings through a Delaware partnership of which Group Holdings is the general partner with a 99% economic interest and KKR Management Holdings Corp. is a limited partner with a 1% economic interest. KKR & Co. L.P., through its indirect controlling economic interests in the KKR Group Partnerships, is the holding partnership for the KKR business.

KKR & Co. L.P. both indirectly controls the KKR Group Partnerships and indirectly holds Class A partner units in each KKR Group Partnership (collectively, “KKR Group Partnership Units”) representing economic interests in KKR’s business. The remaining KKR Group Partnership Units are held by KKR Holdings L.P. (“KKR Holdings”), which is not a subsidiary of KKR. As of September 30, 2016, KKR & Co. L.P. held approximately 55.6% of the KKR Group Partnership Units and principals through KKR Holdings held approximately 44.4% of the KKR Group Partnership Units. The percentage ownership in the KKR Group Partnerships will continue to change as KKR Holdings and/or principals exchange units in the KKR Group Partnerships for KKR & Co. L.P. common units or when KKR & Co. L.P. otherwise issues or repurchases KKR & Co. L.P. common units.

Table of Contents

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of KKR & Co. L.P. have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and the instructions to Form 10-Q. The condensed consolidated financial statements (referred to hereafter as the “financial statements”), including these notes, are unaudited and exclude some of the disclosures required in annual financial statements. Management believes it has made all necessary adjustments (consisting of only normal recurring items) such that the condensed consolidated financial statements are presented fairly and that estimates made in preparing the condensed consolidated financial statements are reasonable and prudent. The operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. The December 31, 2015 condensed consolidated balance sheet data was derived from audited consolidated financial statements included in KKR’s Annual Report on Form 10-K for the year ended December 31, 2015, which include all disclosures required by GAAP. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in KKR & Co. L.P.’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”).

KKR & Co. L.P. consolidates the financial results of the KKR Group Partnerships and their consolidated subsidiaries, which include (i) the accounts of KKR’s investment management and capital markets companies, (ii) the general partners of unconsolidated funds and vehicles, (iii) general partners of consolidated funds and their respective consolidated funds and (iv) certain other entities including CFEs.

References in the accompanying financial statements to “principals” are to KKR’s senior employees and non-employee operating consultants who hold interests in KKR’s business through KKR Holdings, and references to “Senior Principals” are to KKR’s senior employees who hold interests in the Managing Partner entitling them to vote for the election of the Managing Partner’s directors.

All intercompany transactions and balances have been eliminated.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of fees, expenses and investment income (loss) during the reporting periods. Such estimates include but are not limited to the valuation of investments and financial instruments. Actual results could differ from those estimates, and such differences could be material to the financial statements.

Principles of Consolidation

The types of entities KKR assesses for consolidation include (i) subsidiaries, including management companies, broker-dealers and general partners of investment funds that KKR manages, (ii) entities that have all the attributes of an investment company, like investment funds, (iii) CFEs and (iv) other entities, including entities that employ non-employee operating consultants. Each of these entities is assessed for consolidation on a case by case basis depending on the specific facts and circumstances surrounding that entity.

Pursuant to its consolidation policy, KKR first considers whether an entity is considered a VIE and therefore whether to apply the consolidation guidance under the VIE model. Entities that do not qualify as VIEs are assessed for

consolidation as voting interest entities (“VOEs”) under the voting interest model.

KKR’s funds are, for GAAP purposes, investment companies and therefore are not required to consolidate their investments in portfolio companies even if majority-owned and controlled. Rather, the consolidated funds and vehicles reflect their investments at fair value as described below in “Fair Value Measurements”.

Table of Contents

Consolidation Policy Upon Adoption of ASU No. 2015-02

In February 2015, the Financial Accounting Standards Board (“FASB”) issued amended consolidation guidance with the issuance of ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis (“ASU 2015-02”). KKR adopted this new guidance on January 1, 2016 using the modified retrospective method. As a result, restatement of prior period results is not required and prior periods presented in the financial statements have not been impacted. The guidance in ASU 2015-02 eliminates the presumption that a general partner should consolidate a limited partnership and also changes the consolidation model specific to limited partnerships. The amendments also clarify how to evaluate fees paid to an asset manager or other entity that makes the decisions for the investment vehicle and whether such fees should be considered in determining when a VIE should be reported on an asset manager's balance sheet. These changes modify the analysis that KKR must perform to determine whether it should consolidate certain types of legal entities.

Upon adoption of ASU 2015-02, most of KKR’s investment funds were de-consolidated as of January 1, 2016 resulting in a reduction in consolidated assets, liabilities and noncontrolling interests of approximately \$36.3 billion, \$2.1 billion and \$34.2 billion, respectively. Additionally, as a result of the de-consolidation of most of KKR’s investment funds, management fees and carried interest earned by KKR from investment funds that were previously consolidated will no longer be eliminated. Adoption of ASU 2015-02 had no impact on KKR's partners' capital and Net Income (Loss) Attributable to KKR & Co. L.P.

Consistent with the consolidation rules in effect prior to the adoption of ASU 2015-02, an entity in which KKR holds a variable interest is a VIE if any one of the following conditions exist: (a) the total equity investment at risk is not sufficient to permit the legal entity to finance its activities without additional subordinated financial support, (b) the holders of the equity investment at risk (as a group) lack either the direct or indirect ability through voting rights or similar rights to make decisions about a legal entity’s activities that have a significant effect on the success of the legal entity or the obligation to absorb the expected losses or right to receive the expected residual returns, or (c) the voting rights of some investors are disproportionate to their obligation to absorb the expected losses of the legal entity, their rights to receive the expected residual returns of the legal entity, or both and substantially all of the legal entity’s activities either involve or are conducted on behalf of an investor with disproportionately few voting rights. However, under ASU 2015-02, limited partnerships and other similar entities where unaffiliated limited partners have not been granted substantive rights to either dissolve the partnership or remove the general partner (“kick-out rights”) are VIEs under condition (b) above. KKR’s investment funds that are not CFEs (i) are generally limited partnerships, (ii) generally provide KKR with operational discretion and control, and (iii) generally have fund investors with no substantive rights to impact ongoing governance and operating activities of the fund, including the ability to remove the general partner, and as such the limited partners do not hold kick-out rights. Accordingly, most of KKR’s investment funds are categorized as VIEs under ASU 2015-02.

KKR consolidates all VIEs in which it is the primary beneficiary. A reporting entity is determined to be the primary beneficiary if it holds a controlling financial interest in a VIE. A controlling financial interest is defined as (a) the power to direct the activities of a VIE that most significantly impact the VIE’s economic performance and (b) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The consolidation guidance requires an analysis to determine (i) whether an entity in which KKR holds a variable interest is a VIE and (ii) whether KKR’s involvement, through holding interests directly or indirectly in the entity or contractually through other variable interests (for example, management and performance related fees), would give it a controlling financial interest. Performance of that analysis requires the exercise of judgment. Pursuant to ASU 2015-02, fees earned by KKR that are customary and commensurate with the level of services provided, and where KKR does not hold other economic interests in the entity that would absorb more than an insignificant amount of the expected losses or returns of the entity, would not be considered variable interests. KKR factors in all economic interests including interests held through related parties,

to determine if it holds a variable interest. KKR determines whether it is the primary beneficiary of a VIE at the time it becomes involved with a VIE and reconsiders that conclusion periodically.

For entities that are determined not to be VIEs, these entities are generally considered VOEs and are evaluated under the voting interest model. KKR consolidates VOEs it controls through a majority voting interest or through other means.

The consolidation assessment, including the determination as to whether an entity qualifies as a VIE or VOE depends on the facts and circumstances surrounding each entity and therefore certain of KKR's investment funds may qualify as VIEs whereas others may qualify as VOEs.

With respect to CLOs (which are generally VIEs), in its role as collateral manager, KKR generally has the power to direct the activities of the CLO that most significantly impact the economic performance of the entity. In some, but not all cases, KKR, through its residual interest in the CLO may have variable interests that represent an obligation to absorb losses of, or a right to receive benefits from, the CLO that could potentially be significant to the CLO. In cases where KKR has both the

## Table of Contents

power to direct the activities of the CLO that most significantly impact the CLO's economic performance and the obligation to absorb losses of the CLO or the right to receive benefits from the CLO that could potentially be significant to the CLO, KKR is deemed to be the primary beneficiary and consolidates the CLO.

With respect to CMBS vehicles (which are generally VIEs), KKR holds unrated and non-investment grade rated securities issued by the CMBS, which are the most subordinate tranche of the CMBS vehicle. The economic performance of the CMBS is most significantly impacted by the performance of the underlying assets. Thus, the activities that most significantly impact the CMBS economic performance are the activities that most significantly impact the performance of the underlying assets. The special servicer has the ability to manage the CMBS assets that are delinquent or in default to improve the economic performance of the CMBS. KKR generally has the right to unilaterally appoint and remove the special servicer for the CMBS and as such is considered the controlling class of the CMBS vehicle. These rights give KKR the ability to direct the activities that most significantly impact the economic performance of the CMBS. Additionally, as the holder of the most subordinate tranche, KKR is in a first loss position and has the right to receive benefits, including the actual residual returns of the CMBS, if any. In these cases, KKR is deemed to be the primary beneficiary and consolidates the CMBS.

### Consolidation Policy Prior to the Adoption of ASU 2015-02

As indicated above, KKR adopted ASU 2015-02 using the modified retrospective method and as such, the prior periods presented in the financial statements have not been impacted. The most significant changes to KKR's consolidation policy as a result of the adoption of ASU 2015-02 pertained to its investment funds that are not CFEs. There were no significant changes to KKR's CFEs as a result of the adoption of ASU 2015-02.

With respect to KKR's consolidated funds that are not CFEs, KKR generally has operational discretion and control, and fund investors have no substantive rights to impact ongoing governance and operating activities of the fund, and do not have kick-out rights. As a result, prior to the adoption of ASU 2015-02, a fund would be consolidated unless KKR had a nominal level of equity at risk. To the extent that KKR commits a nominal amount of equity to a given fund and had no obligation to fund any future losses, the equity at risk to KKR was not considered substantive and the fund was typically considered a VIE. KKR was determined to be the primary beneficiary if its involvement, through holding interests directly or indirectly in the VIE or contractually through other variable interests (e.g., carried interest), would be expected to absorb a majority of the VIE's expected losses, receive a majority of the VIE's expected residual returns, or both. In cases where there was minimal capital at risk, the fund investors were generally deemed to be the primary beneficiaries, and KKR did not consolidate the fund. In cases when KKR's equity at risk was deemed to be substantive, the fund was generally considered to be a VOE and KKR generally consolidated the fund under the VOE model. As described above, subsequent to the adoption of ASU 2015-02, limited partnerships and other similar entities where unaffiliated limited partners have not been granted kick-out rights are deemed to be VIEs. Since substantially all of our investment funds are partnerships where limited partners are not granted kick-out rights, the adoption of ASU 2015-02 resulted in numerous entities that were previously classified as VOEs under the prior guidance becoming VIEs under the new consolidation guidance.

Under both the previous consolidation guidance and ASU 2015-02 certain of KKR's funds and CFEs are consolidated by KKR notwithstanding the fact that KKR has only a minority economic interest in those funds and CFEs. KKR's financial statements reflect the assets, liabilities, fees, expenses, investment income (loss) and cash flows of the consolidated KKR funds and CFEs on a gross basis. With respect to KKR's consolidated funds, the majority of the economic interests in those funds, which are held by fund investors or other third parties, are attributed to noncontrolling interests in the accompanying financial statements. All of the management fees and certain other amounts earned by KKR from those funds are eliminated in consolidation. However, because the eliminated amounts are earned from and funded by noncontrolling interests, KKR's attributable share of the net income (loss) from those funds is increased by the amounts eliminated. Accordingly, the elimination in consolidation of such amounts has no



effect on net income (loss) attributable to KKR or KKR partners' capital. With respect to consolidated CFEs, interests held by third party investors are recorded in debt obligations.

#### Redeemable Noncontrolling Interests

Redeemable Noncontrolling Interests represent noncontrolling interests of certain investment funds and vehicles that are subject to periodic redemption by fund investors following the expiration of a specified period of time (typically between one and three years), or may be withdrawn subject to a redemption fee during the period when capital may not be otherwise withdrawn. Fund investors interests subject to redemption as described above are presented as Redeemable Noncontrolling Interests in the accompanying consolidated statements of financial condition and presented as Net Income (Loss) Attributable to Redeemable Noncontrolling Interests in the accompanying condensed consolidated statements of operations.

Table of Contents

When redeemable amounts become legally payable to fund investors, they are classified as a liability and included in Accounts Payable, Accrued Expenses and Other Liabilities in the accompanying consolidated statements of financial condition. For all consolidated investment vehicles and funds in which redemption rights have not been granted, noncontrolling interests are presented within Equity in the accompanying condensed consolidated statements of financial condition as noncontrolling interests.

Noncontrolling Interests

Noncontrolling interests represent (i) noncontrolling interests in consolidated entities and (ii) noncontrolling interests held by KKR Holdings.

Noncontrolling Interests in Consolidated Entities

Noncontrolling interests in consolidated entities represent the non-redeemable ownership interests in KKR that are held primarily by:

- (i) third party fund investors in KKR's funds;
- (ii) third parties entitled to up to 1% of the carried interest received by certain general partners of KKR's funds and 1% of KKR's other profits (losses) through and including December 31, 2015; certain former principals and their designees representing a portion of the carried interest received by the general partners of KKR's private equity funds that was allocated to them with respect to private equity investments made during such former principals' tenure with KKR prior to October 1, 2009;
- (iii) certain principals and former principals representing all of the capital invested by or on behalf of the general partners of KKR's private equity funds prior to October 1, 2009 and any returns thereon;
- (iv) third parties in KKR's capital markets business;
- (v) holders of exchangeable equity securities representing ownership interests in a subsidiary of a KKR Group Partnership issued in connection with the acquisition of Avoca; and
- (vi) holders of the 7.375% Series A LLC Preferred Shares of KFN whose rights are limited to the assets of KFN.

Noncontrolling Interests held by KKR Holdings

Noncontrolling interests held by KKR Holdings include economic interests held by principals in the KKR Group Partnerships. Such principals receive financial benefits from KKR's business in the form of distributions received from KKR Holdings and through their direct and indirect participation in the value of KKR Group Partnership Units held by KKR Holdings. These financial benefits are not paid by KKR and are borne by KKR Holdings.

Table of Contents

The following table presents the calculation of noncontrolling interests held by KKR Holdings:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Balance at the beginning of the period	\$4,018,305	\$4,827,384	\$4,347,153	\$4,661,679
Net income (loss) attributable to noncontrolling interests held by KKR Holdings (a)	284,834	(166,078 )	86,659	398,633
Other comprehensive income (loss), net of tax (b)	231	(2,516 )	(37 )	(10,048 )
Impact of the exchange of KKR Holdings units to KKR & Co. L.P. common units (c)	(22,930 )	(37,062 )	(53,908 )	(162,615 )
Equity based compensation	7,822	15,515	27,469	53,149
Capital contributions	69	254	207	804
Capital distributions	(57,420 )	(154,597 )	(176,632 )	(458,702 )
Balance at the end of the period	\$4,230,911	\$4,482,900	\$4,230,911	\$4,482,900

(a) Refer to the table below for calculation of Net income (loss) attributable to noncontrolling interests held by KKR Holdings.

(b) Calculated on a pro rata basis based on the weighted average KKR Group Partnership Units held by KKR Holdings during the reporting period.

(c) Calculated based on the proportion of KKR Holdings units exchanged for KKR & Co. L.P. common units pursuant to the exchange agreement during the reporting period. The exchange agreement provides for the exchange of KKR Group Partnership Units held by KKR Holdings for KKR & Co. L.P. common units.

Net income (loss) attributable to KKR & Co. L.P. after allocation to noncontrolling interests held by KKR Holdings, with the exception of certain tax assets and liabilities that are directly allocable to KKR Management Holdings Corp., is attributed based on the percentage of the weighted average KKR Group Partnership Units held by KKR and KKR Holdings, each of which hold equity of the KKR Group Partnerships. However, primarily because of the (i) contribution of certain expenses borne entirely by KKR Holdings, (ii) the periodic exchange of KKR Holdings units for KKR & Co. L.P. common units pursuant to the exchange agreement and (iii) the contribution of certain expenses borne entirely by KKR associated with the KKR & Co. L.P. 2010 Equity Incentive Plan (“Equity Incentive Plan”), equity allocations shown in the condensed consolidated statement of changes in equity differ from their respective pro-rata ownership interests in KKR’s net assets.

The following table presents net income (loss) attributable to noncontrolling interests held by KKR Holdings:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Net income (loss)	\$974,762	\$(1,217,895)	\$487,657	\$4,030,982
Less: Net income (loss) attributable to Redeemable Noncontrolling Interests	3,121	(12,925 )	4,616	(11,883 )
Less: Net income (loss) attributable to Noncontrolling Interests in consolidated entities	326,454	(848,304 )	266,385	3,188,007
Less: Net income (loss) attributable to Series A and Series B Preferred Unitholders	8,201	—	13,894	—
Plus: Income tax / (benefit) attributable to KKR Management Holdings Corp.	3,187	(14,745 )	(8,376 )	8,866
Net income (loss) attributable to KKR & Co. L.P. Common Unitholders and KKR Holdings	\$640,173	\$(371,411 )	\$194,386	\$863,724

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Net income (loss) attributable to noncontrolling interests held by KKR Holdings	\$284,834	\$(166,078)	)	\$86,659	\$398,633
--	-----------	-------------	---	----------	-----------

17

---

## Table of Contents

### Investments

Investments consist primarily of private equity, real assets, credit, investments of consolidated CFEs, equity method, carried interest and other investments. Investments denominated in currencies other than the U.S. dollar are valued based on the spot rate of the respective currency at the end of the reporting period with changes related to exchange rate movements reflected as a component of Net Gains (Losses) from Investment Activities in the consolidated statements of operations. Security and loan transactions are recorded on a trade date basis. Further disclosure on investments is presented in Note 4, "Investments."

The following describes the types of securities held within each investment class.

Private Equity - Consists primarily of equity investments in operating businesses including growth equity investments.

Real Assets - Consists primarily of investments in (i) energy related assets, principally oil and natural gas producing properties, (ii) infrastructure assets, and (iii) real estate, principally residential and commercial real estate assets and businesses.

Credit - Consists primarily of investments in below investment grade corporate debt securities (primarily high yield bonds and syndicated bank loans), distressed and opportunistic debt and interests in unconsolidated CLOs.

Investments of Consolidated CFEs - Consists primarily of (i) investments in below investment grade corporate debt securities (primarily high yield bonds and syndicated bank loans) held directly by the consolidated CLOs and (ii) investments in newly originated, fixed-rate mortgage loans held directly by the consolidated CMBS vehicles.

Equity Method - Consists primarily of (i) certain investments in private equity funds, real assets funds and credit funds, which are not consolidated and (ii) certain investments in operating companies in which KKR is deemed to exert significant influence.

Carried Interest - Consists of carried interest from unconsolidated investment funds that are allocated to KKR as the general partner of the investment fund based on cumulative fund performance to date, and where applicable, subject to a preferred return.

Other - Consists primarily of investments in common stock, preferred stock, warrants and options of companies that are not private equity, real assets, credit or investments of consolidated CFEs.

### Investments held by Consolidated Investment Funds

The consolidated investment funds are, for GAAP purposes, investment companies and reflect their investments and other financial instruments, including majority-owned and controlled investments (the "Portfolio Companies"), at fair value. KKR has retained this specialized accounting for the consolidated funds in consolidation. Accordingly, the unrealized gains and losses resulting from changes in fair value of the investments and other financial instruments held by the consolidated investment funds are reflected as a component of Net Gains (Losses) from Investment Activities in the consolidated statements of operations.

Certain energy investments are made through consolidated investment funds, including investments in working and royalty interests in oil and natural gas producing properties as well as investments in operating companies that operate in the energy industry. Since these investments are held through consolidated investment funds, such investments are reflected at fair value as of the end of the reporting period.

Investments in operating companies that are held through KKR's consolidated investment funds are generally classified within private equity investments and investments in working and royalty interests in oil and natural gas producing properties are generally classified as real asset investments.

## Table of Contents

### Energy Investments held directly by KKR

Certain energy investments are made by KKR directly in working and royalty interests in oil and natural gas producing properties outside of investment funds. Oil and natural gas producing activities are accounted for under the successful efforts method of accounting and such working interests are consolidated based on the proportion of the working interests held by KKR. Accordingly, KKR reflects its proportionate share of the underlying statements of financial condition and statements of operations of the consolidated working interests on a gross basis and changes in the value of these working interests are not reflected as unrealized gains and losses in the consolidated statements of operations. Under the successful efforts method, exploration costs, other than the costs of drilling exploratory wells, are charged to expense as incurred. Costs that are associated with the drilling of successful exploration wells are capitalized if proved reserves are found. Lease acquisition costs are capitalized when incurred. Costs associated with the drilling of exploratory wells that do not find proved reserves, geological and geophysical costs and costs of certain nonproducing leasehold costs are charged to expense as incurred.

Expenditures for repairs and maintenance, including workovers, are charged to expense as incurred.

The capitalized costs of producing oil and natural gas properties are depleted on a field-by-field basis using the units-of production method based on the ratio of current production to estimated total net proved oil, natural gas and natural gas liquid reserves. Proved developed reserves are used in computing depletion rates for drilling and development costs and total proved reserves are used for depletion rates of leasehold costs.

Estimated dismantlement and abandonment costs for oil and natural gas properties, net of salvage value, are capitalized at their estimated net present value and amortized on a unit-of-production basis over the remaining life of the related proved developed reserves.

Whenever events or changes in circumstances indicate that the carrying amounts of oil and natural gas properties may not be recoverable, KKR evaluates the proved oil and natural gas properties and related equipment and facilities for impairment on a field-by-field basis. The determination of recoverability is made based upon estimated undiscounted future net cash flows. The amount of impairment loss, if any, is determined by comparing the fair value, as determined by a discounted cash flow analysis, with the carrying value of the related asset. Unproved oil and natural gas properties are assessed periodically and, at a minimum, annually on a property-by-property basis, and any impairment in value is recognized when incurred and is recorded in General, Administrative, and Other expense in the consolidated statements of operations.

### Fair Value Option

For certain investments and other financial instruments, KKR has elected the fair value option. Such election is irrevocable and is applied on a financial instrument by financial instrument basis at initial recognition. KKR has elected the fair value option for certain private equity, real assets, credit, investments of consolidated CFEs, equity method and other financial instruments not held through a consolidated investment fund with gains and losses recorded in net income. Accounting for these investments at fair value is consistent with how KKR accounts for its investments held through consolidated investment funds. Changes in the fair value of such instruments are recognized in Net Gains (Losses) from Investment Activities in the consolidated statements of operations. Interest income on interest bearing credit securities on which the fair value option has been elected is based on stated coupon rates adjusted for the accretion of purchase discounts and the amortization of purchase premiums. This interest income is recorded within Interest Income in the consolidated statements of operations.

### Equity Method

For certain investments in entities over which KKR exercises significant influence but which do not meet the requirements for consolidation and for which KKR has not elected the fair value option, KKR uses the equity method of accounting. KKR's share of earnings (losses) from these investments is reflected as a component of Net Gains (Losses) from Investment Activities in the consolidated statements of operations. The carrying value of equity method investments in private equity funds, real assets funds and credit funds, which are not consolidated, approximate fair value, because the underlying investments of the unconsolidated investment funds are reported at fair value. The carrying value of equity method investments in certain operating companies, which KKR is determined to exert significant influence and for which KKR has not elected the fair value option, is determined based on the amounts invested by KKR, adjusted for the equity in earnings or losses of the investee allocated based on KKR's respective ownership percentage, less distributions. For equity method investments, KKR records its proportionate share of the investee's earnings or losses based on the most recently available financial information of the investee, which in certain cases may lag the date of KKR's financial statements by no more than three calendar months. KKR evaluates its equity method investments for which KKR has not elected the fair value option for impairment whenever events or changes in circumstances indicate that the carrying amounts of such investments may not be recoverable.



## Table of Contents

### Financial Instruments held by Consolidated CFEs

As of January 1, 2015, KKR adopted the measurement alternative included in ASU 2014-13, "Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity" ("ASU 2014-13"), and has applied the amendments using a modified retrospective approach by recording a cumulative-effect adjustment to equity as of January 1, 2015. Refer to the consolidated statements of changes in equity for the impact of this adjustment. Pursuant to ASU 2014-13, KKR measures both the financial assets and financial liabilities of the consolidated CFEs in its consolidated financial statements using the more observable of the fair value of the financial assets and the fair value of the financial liabilities.

For the consolidated CLO entities, KKR has determined that the fair value of the financial assets of the consolidated CLOs are more observable than the fair value of the financial liabilities of the consolidated CLOs. As a result, the financial assets of the consolidated CLOs are being measured at fair value and the financial liabilities are being measured as: (1) the sum of the fair value of the financial assets and the carrying value of any nonfinancial assets that are incidental to the operations of the CLOs less (2) the sum of the fair value of any beneficial interests retained by KKR (other than those that represent compensation for services) and KKR's carrying value of any beneficial interests that represent compensation for services. The resulting amount is allocated to the individual financial liabilities (other than the beneficial interests retained by KKR).

For the consolidated CMBS vehicles, KKR has determined that the fair value of the financial liabilities of the consolidated CMBS vehicles are more observable than the fair value of the financial assets of the consolidated CMBS vehicles. As a result, the financial liabilities of the consolidated CMBS vehicles are being measured at fair value and the financial assets are being measured in consolidation as: (1) the sum of the fair value of the financial liabilities (other than the beneficial interests retained by KKR), the fair value of the beneficial interests retained by KKR and the carrying value of any nonfinancial liabilities that are incidental to the operations of the CMBS vehicles less (2) the carrying value of any nonfinancial assets that are incidental to the operations of the CMBS vehicles. The resulting amount is allocated to the individual financial assets.

Under the measurement alternative pursuant to ASU 2014-13, KKR's consolidated net income (loss) reflects KKR's own economic interests in the consolidated CFEs including (i) changes in the fair value of the beneficial interests retained by KKR and (ii) beneficial interests that represent compensation for services rendered.

### Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. Except for certain of KKR's equity method investments (see "Equity Method" above in this Note 2, "Summary of Significant Accounting Policies") and debt obligations (as described in Note 10, "Debt Obligations"), KKR's investments and other financial instruments are recorded at fair value or at amounts whose carrying values approximate fair value. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation techniques are applied. These valuation techniques involve varying levels of management estimation and judgment, the degree of which is dependent on a variety of factors.

GAAP establishes a hierarchical disclosure framework which prioritizes and ranks the level of market price observability used in measuring financial instruments at fair value. Market price observability is affected by a number of factors, including the type of financial instrument, the characteristics specific to the financial instrument and the state of the marketplace, including the existence and transparency of transactions between market participants. Financial instruments with readily available quoted prices in active markets generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Financial instruments measured and reported at fair value are classified and disclosed based on the observability of inputs used in the determination of fair values, as follows:

Level I - Pricing inputs are unadjusted, quoted prices in active markets for identical assets or liabilities as of the measurement date. The types of financial instruments included in this category are publicly-listed equities, credit investments and securities sold short.

Level II - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the measurement date, and fair value is determined through the use of models or other valuation methodologies. The types of financial instruments included in this category are credit investments, investments and debt obligations of consolidated CLO entities, convertible debt securities indexed to publicly-listed securities, less liquid and restricted equity securities and certain over-the-counter derivatives such as foreign currency option and forward contracts.

## Table of Contents

Level III - Pricing inputs are unobservable for the financial instruments and include situations where there is little, if any, market activity for the financial instrument. The inputs into the determination of fair value require significant management judgment or estimation. The types of financial instruments generally included in this category are private portfolio companies, real assets investments, credit investments, equity method investments for which the fair value option was elected and investments and debt obligations of consolidated CMBS entities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. KKR's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset.

A significant decrease in the volume and level of activity for the asset or liability is an indication that transactions or quoted prices may not be representative of fair value because in such market conditions there may be increased instances of transactions that are not orderly. In those circumstances, further analysis of transactions or quoted prices is needed, and a significant adjustment to the transactions or quoted prices may be necessary to estimate fair value.

The availability of observable inputs can vary depending on the financial asset or liability and is affected by a wide variety of factors, including, for example, the type of instrument, whether the instrument has recently been issued, whether the instrument is traded on an active exchange or in the secondary market, and current market conditions. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by KKR in determining fair value is greatest for instruments categorized in Level III. The variability and availability of the observable inputs affected by the factors described above may cause transfers between Levels I, II, and III, which KKR recognizes at the beginning of the reporting period.

Investments and other financial instruments that have readily observable market prices (such as those traded on a securities exchange) are stated at the last quoted sales price as of the reporting date. KKR does not adjust the quoted price for these investments, even in situations where KKR holds a large position and a sale could reasonably affect the quoted price.

Management's determination of fair value is based upon the methodologies and processes described below and may incorporate assumptions that are management's best estimates after consideration of a variety of internal and external factors.

### Level II Valuation Methodologies

**Credit Investments:** These instruments generally have bid and ask prices that can be observed in the marketplace. Bid prices reflect the highest price that KKR and others are willing to pay for an instrument. Ask prices represent the lowest price that KKR and others are willing to accept for an instrument. For financial assets and liabilities whose inputs are based on bid-ask prices obtained from third party pricing services, fair value may not always be a predetermined point in the bid-ask range. KKR's policy is generally to allow for mid-market pricing and adjusting to the point within the bid-ask range that meets KKR's best estimate of fair value.

**Investments and Debt Obligations of Consolidated CLO Vehicles:** Investments of consolidated CLO vehicles are valued using the same valuation methodology as described above for credit investments. Under ASU 2014-13, KKR measures CLO debt obligations on the basis of the fair value of the financial assets of the CLO.

Securities indexed to publicly-listed securities: The securities are typically valued using standard convertible security pricing models. The key inputs into these models that require some amount of judgment are the credit spreads utilized and the volatility assumed. To the extent the company being valued has other outstanding debt securities that are publicly-traded, the implied credit spread on the company's other outstanding debt securities would be utilized in the valuation. To the extent the company being valued does not have other outstanding debt securities that are publicly-traded, the credit spread will be estimated based on the implied credit spreads observed in comparable publicly-traded debt securities. In certain cases, an additional spread will be added to reflect an illiquidity discount due to the fact that the security being valued is not publicly-traded. The volatility assumption is based upon the historically observed volatility of the underlying equity security into which the convertible debt security is convertible and/or the volatility implied by the prices of options on the underlying equity security.

Restricted Equity Securities: The valuation of certain equity securities is based on an observable price for an identical security adjusted for the effect of a restriction.

## Table of Contents

Derivatives: The valuation incorporates observable inputs comprising yield curves, foreign currency rates and credit spreads.

### Level III Valuation Methodologies

Financial assets and liabilities categorized as Level III consist primarily of the following:

Private Equity Investments: KKR generally employs two valuation methodologies when determining the fair value of a private equity investment. The first methodology is typically a market comparables analysis that considers key financial inputs and recent public and private transactions and other available measures. The second methodology utilized is typically a discounted cash flow analysis, which incorporates significant assumptions and judgments. Estimates of key inputs used in this methodology include the weighted average cost of capital for the investment and assumed inputs used to calculate terminal values, such as exit EBITDA multiples. Other inputs are also used in both methodologies. However, when a definitive agreement has been executed to sell an investment, KKR generally considers a significant determinant of fair value to be the consideration to be received by KKR pursuant to the executed definitive agreement.

Upon completion of the valuations conducted using these methodologies, a weighting is ascribed to each method, and an illiquidity discount is typically applied where appropriate. The ultimate fair value recorded for a particular investment will generally be within a range suggested by the two methodologies, except that the value may be higher or lower than such range in the case of investments being sold pursuant to an executed definitive agreement.

When determining the weighting ascribed to each valuation methodology, KKR considers, among other factors, the availability of direct market comparables, the applicability of a discounted cash flow analysis, the expected hold period and manner of realization for the investment, and in the case of investments being sold pursuant to an executed definitive agreement, the probability of such sale being completed. These factors can result in different weightings among investments in the portfolio and in certain instances may result in up to a 100% weighting to a single methodology.

When an illiquidity discount is to be applied, KKR seeks to take a uniform approach across its portfolio and generally applies a minimum 5% discount to all private equity investments. KKR then evaluates such private equity investments to determine if factors exist that could make it more challenging to monetize the investment and, therefore, justify applying a higher illiquidity discount. These factors generally include (i) whether KKR is unable to sell the portfolio company or conduct an initial public offering of the portfolio company due to the consent rights of a third party or similar factors, (ii) whether the portfolio company is undergoing significant restructuring activity or similar factors and (iii) characteristics about the portfolio company regarding its size and/or whether the portfolio company is experiencing, or expected to experience, a significant decline in earnings. These factors generally make it less likely that a portfolio company would be sold or publicly offered in the near term at a price indicated by using just a market multiples and/or discounted cash flow analysis, and these factors tend to reduce the number of opportunities to sell an investment and/or increase the time horizon over which an investment may be monetized. Depending on the applicability of these factors, KKR determines the amount of any incremental illiquidity discount to be applied above the 5% minimum, and during the time KKR holds the investment, the illiquidity discount may be increased or decreased, from time to time, based on changes to these factors. The amount of illiquidity discount applied at any time requires considerable judgment about what a market participant would consider and is based on the facts and circumstances of each individual investment. Accordingly, the illiquidity discount ultimately considered by a market participant upon the realization of any investment may be higher or lower than that estimated by KKR in its valuations.

In the case of growth equity investments, enterprise values are determined using the market comparables analysis and discounted cash flow analysis described above. A scenario analysis may also be conducted to subject the estimated enterprise values to a downside, base and upside case. The enterprise value in each case may then be allocated across the investment's capital structure to reflect the terms of the security and subjected to probability weightings. In certain cases, the values of growth equity investments may be based on recent or expected financings and the companies' performance relative to key objectives or milestones.

**Real Assets Investments:** Real asset investments in infrastructure, energy and real estate are valued using one or more of the discounted cash flow analysis, market comparables analysis and direct income capitalization, which in each case incorporates significant assumptions and judgments. Infrastructure investments are generally valued using the discounted cash flow analysis. Key inputs used in this methodology include the weighted average cost of capital and assumed inputs used to calculate terminal values, such as exit EBITDA multiples. Energy investments are generally valued using a discounted cash flow analysis. Key inputs used in this methodology that require estimates include the weighted average cost of capital. In addition, the valuations of energy investments generally incorporate both commodity prices as quoted on indices and long-term commodity price

## Table of Contents

forecasts, which may be substantially different from, and are currently higher than, commodity prices on certain indices for equivalent future dates. Certain energy investments do not include an illiquidity discount. Long-term commodity price forecasts are utilized to capture the value of the investments across a range of commodity prices within the energy investment portfolio associated with future development and to reflect a range of price expectations. Real estate investments are generally valued using a combination of direct income capitalization and discounted cash flow analysis. Key inputs used in such methodologies that require estimates include an unlevered discount rate and current capitalization rate, and certain real estate investments do not include a minimum illiquidity discount. The valuations of real assets investments also use other inputs.

**Credit Investments:** Credit investments are valued using values obtained from dealers or market makers, and where these values are not available, credit investments are valued by KKR based on ranges of valuations determined by an independent valuation firm. Valuation models are based on discounted cash flow analyses, for which the key inputs are determined based on market comparables, which incorporate similar instruments from similar issuers.

**Other Investments:** With respect to other investments including equity method investments for which the fair value election has been made, KKR generally employs the same valuation methodologies as described above for private equity investments when valuing these other investments.

**Investments and Debt Obligations of Consolidated CMBS Vehicles:** Under ASU 2014-13, KKR measures CMBS investments on the basis of the fair value of the financial liabilities of the CMBS. Debt obligations of consolidated CMBS vehicles are valued based on discounted cash flow analyses. The key input is the expected yield of each CMBS security using both observable and unobservable factors, which may include recently offered or completed trades and published yields of similar securities, security-specific characteristics (e.g. securities ratings issued by nationally recognized statistical rating organizations, credit support by other subordinate securities issued by the CMBS and coupon type) and other characteristics.

Key unobservable inputs that have a significant impact on KKR's Level III investment valuations as described above are included in Note 5 "Fair Value Measurements." KKR utilizes several unobservable pricing inputs and assumptions in determining the fair value of its Level III investments. These unobservable pricing inputs and assumptions may differ by investment and in the application of KKR's valuation methodologies. KKR's reported fair value estimates could vary materially if KKR had chosen to incorporate different unobservable pricing inputs and other assumptions or, for applicable investments, if KKR only used either the discounted cash flow methodology or the market comparables methodology instead of assigning a weighting to both methodologies.

### Level III Valuation Process

The valuation process involved for Level III measurements is completed on a quarterly basis and is designed to subject the valuation of Level III investments to an appropriate level of consistency, oversight, and review.

For Private Markets investments classified as Level III, investment professionals prepare preliminary valuations based on their evaluation of financial and operating data, company specific developments, market valuations of comparable companies and other factors. These preliminary valuations are reviewed by an independent valuation firm engaged by KKR to perform certain procedures in order to assess the reasonableness of KKR's valuations annually for all Level III investments in Private Markets and quarterly for investments other than certain investments, which have values less than pre-set value thresholds and which in the aggregate comprise less than 5% of the total value of KKR's Level III Private Markets investments. For credit investments, an independent valuation firm is generally engaged by KKR with respect to most investments classified as Level III. The valuation firm either provides a valuation range from which KKR's investment professionals select a point in the range to determine the preliminary valuation or performs certain procedures in order to assess the reasonableness and provide positive assurance of KKR's valuations. After reflecting

any input from the independent valuation firm, the valuation proposals are submitted to their respective valuation sub-committees.

KKR has a global valuation committee comprised of senior employees including investment professionals and professionals from business operations functions, and includes our Chief Financial Officer, General Counsel and Chief Compliance Officer. The global valuation committee is assisted by valuation sub-committees and investment professionals for each business strategy. All preliminary Level III valuations are reviewed and approved by the valuation sub-committees for private equity, real estate, energy and infrastructure and credit, as applicable. When Level III valuations are required to be performed on hedge fund investments, a valuation sub-committee for hedge funds reviews these valuations. The valuation sub-committees are responsible for the review and approval of valuations in their respective business lines on a quarterly basis. The members of the valuation sub-committees are comprised of investment professionals, including the heads of each respective strategy, and professionals from business operations functions such as legal, compliance and finance, who are not primarily responsible for the management of the investments.



## Table of Contents

The global valuation committee provides general oversight of the valuation sub-committees. The global valuation committee is responsible for coordinating and implementing the firm's valuation process to ensure consistency in the application of valuation principles across portfolio investments and between periods. All valuations are subject to approval by the global valuation committee. When valuations are approved by the global valuation committee after reflecting any input from it, the valuations of Level III investments, as well as the valuations of Level I and Level II investments, are presented to the audit committee of the board of directors of the general partner of KKR & Co. L.P. and are then reported to the board of directors.

### Freestanding Derivatives

Freestanding derivatives are instruments that KKR and certain of the consolidated funds have entered into as part of their overall risk management and investment strategies. These derivative contracts are not designated as hedging instruments for accounting purposes. Such contracts may include forward, swap and option contracts related to foreign currencies and interest rates to manage foreign exchange risk and interest rate risk arising from certain assets and liabilities. All derivatives are recognized in Other Assets or Accounts Payable, Accrued Expenses and Other Liabilities and are presented on a gross basis in the consolidated statements of financial condition and measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying consolidated statements of operations. KKR's derivative financial instruments contain credit risk to the extent that its counterparties may be unable to meet the terms of the agreements. KKR attempts to minimize this risk by limiting its counterparties to major financial institutions with strong credit ratings.

### Securities Sold Short

Whether part of a hedging transaction or a transaction in its own right, securities sold short represent obligations of KKR to deliver the specified security at the contracted price at a future point in time, and thereby create a liability to repurchase the security in the market at the prevailing prices. The liability for such securities sold short, which is recorded in Accounts Payable, Accrued Expenses and Other Liabilities in the statement of financial condition, is marked to market based on the current fair value of the underlying security at the reporting date with changes in fair value recorded as unrealized gains or losses in Net Gains (Losses) from Investment Activities in the accompanying consolidated statements of operations. These transactions may involve market risk in excess of the amount currently reflected in the accompanying consolidated statements of financial condition.

### Fees and Other

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Management fees, fee credits and carried interest earned from consolidated funds are eliminated in consolidation and as such are not recorded in Fees and Other. The economic impact of these management fees, fee credits and carried interests that are eliminated is reflected as an adjustment to noncontrolling interests and has no impact to Net Income Attributable to KKR & Co. L.P. As a result of the de-consolidation of most of our investment funds, the management fees, fee credits and carried interests associated with funds that had previously been consolidated are included in Fees and Other beginning on January 1, 2016 as such amounts are no longer eliminated.

Fees and other consist primarily of (i) transaction fees earned in connection with successful investment transactions and from capital markets activities, (ii) management and incentive fees from providing investment management services to unconsolidated funds, CLOs, other vehicles, and separately managed accounts, (iii) monitoring fees from providing services to portfolio companies, (iv) carried interest allocations to general partners of unconsolidated funds, (v) revenue earned by oil and gas-producing entities that are consolidated and (vi) consulting fees earned by consolidated entities that employ non-employee operating consultants.



Table of Contents

For the three and nine months ended September 30, 2016 and 2015, respectively, fees and other consisted of the following:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Management Fees	\$152,491	\$50,199	\$468,390	\$149,941
Transaction Fees	113,056	60,014	277,776	250,954
Monitoring Fees	23,367	39,915	99,388	217,327
Fee Credits	(46,975 )	(2,081 )	(106,506 )	(12,346 )
Carried Interest	414,864	—	602,695	—
Incentive Fees	3,800	157	6,045	11,623
Oil and Gas Revenue	16,191	29,620	47,977	90,264
Consulting Fees	10,262	10,802	30,853	28,082
Total Fees and Other	\$687,056	\$188,626	\$1,426,618	\$735,845

All revenues presented in the table above, except for oil and gas revenue, are earned from KKR investment funds and portfolio companies. Consulting fees are earned by certain consolidated entities that employ non-employee operating consultants from providing advisory and other services to portfolio companies and other companies. These fees are separately negotiated with each company for which services are provided and are not shared with KKR.

#### Transaction, Management, Monitoring, Consulting, and Incentive Fees Recognition

Transaction, management, monitoring, consulting and incentive fees are recognized when earned based on the contractual terms of the governing agreements and coincides with the period during which the related services are performed. In the case of transaction fees, the fees are recognized upon closing of the transaction. Monitoring fees may provide for a termination payment following an initial public offering or change of control. These termination payments are recognized in the period when the related transaction closes.

#### Fee Credits

Agreements with the fund investors of certain of its investment funds require KKR to share with these fund investors an agreed upon percentage of certain fees, including monitoring and transaction fees received from portfolio companies (“Fee Credits”). Fund investors receive Fee Credits only with respect to monitoring and transaction fees that are allocable to the fund’s investment in the portfolio company and not, for example, any fees allocable to capital invested through co-investment vehicles. Fee Credits are calculated after deducting certain fund-related expenses and generally amount to 80% or 100% of allocable monitoring and transaction fees after fund-related expenses are recovered, although the actual percentage may vary from fund to fund as well as among different classes of investors within a fund.

#### Carried Interest

For certain investment fund structures, carried interest is allocated to the general partner based on cumulative fund performance to date, and where applicable, subject to a preferred return to limited partners. At the end of each reporting period, KKR calculates the carried interest that would be due to KKR for each fund, pursuant to the fund agreements, as if the fair value of the underlying investments were realized as of such date, irrespective of whether such amounts have been realized. As the fair value of underlying investments varies between reporting periods, it is necessary to make adjustments to amounts recorded as carried interest to reflect either (a) positive performance resulting in an increase in the carried interest allocated to the general partner or (b) negative performance that would cause the amount due to KKR to be less than the amount previously recognized as revenue, resulting in a negative

adjustment to carried interest allocated to the general partner. In each case, it is necessary to calculate the carried interest on cumulative results compared to the carried interest recorded to date and make the required positive or negative adjustments. KKR ceases to record negative carried interest allocations once previously recognized carried interest allocations for a fund have been fully reversed. KKR is not obligated to pay guaranteed returns or hurdles, and therefore, cannot have negative carried interest over the life of a fund. Accrued but unpaid carried interest as of the reporting date is reflected in Investments in the consolidated statements of financial condition.

## Table of Contents

### Oil and Gas Revenue Recognition

Oil and gas revenues are recognized when production is sold to a purchaser at fixed or determinable prices, when delivery has occurred and title has transferred and collectability of the revenue is reasonably assured. The oil and gas producing entities consolidated by KKR follow the sales method of accounting for natural gas revenues. Under this method of accounting, revenues are recognized based on volumes sold, which may differ from the volume to which the entity is entitled based on KKR's working interest. An imbalance is recognized as a liability only when the estimated remaining reserves will not be sufficient to enable the under-produced owners to recoup their entitled share through future production. Under the sales method, no receivables are recorded when these entities have taken less than their share of production and no payables are recorded when it has taken more than its share of production unless reserves are not sufficient.

### Intangible Assets

Intangible assets consist primarily of contractual rights to earn future fee income, including management and incentive fees, and are recorded in Other Assets in the accompanying consolidated statements of financial condition. Identifiable finite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives and amortization expense is included within General, Administrative and Other in the accompanying consolidated statements of operations. Intangible assets are reviewed for impairment when circumstances indicate impairment may exist. As of September 30, 2016, KKR does not have any indefinite-lived intangible assets.

### Goodwill

Goodwill represents the excess of acquisition cost over the fair value of net tangible and intangible assets acquired in connection with an acquisition. Goodwill is assessed for impairment annually in the third quarter of each fiscal year or more frequently if circumstances indicate impairment may have occurred. Goodwill is recorded in Other Assets in the accompanying consolidated statements of financial condition.

### Recently Issued Accounting Pronouncements

#### Revenue from Contracts with Customers

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers Topic 606 ("ASU 2014-09") which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. Revenue recorded under ASU 2014-09 will depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In July 2015, the FASB deferred the effective date of ASU 2014-09 to annual reporting periods beginning after December 15, 2017. Early adoption will be permitted as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within those annual periods. A full retrospective or modified retrospective approach is required. KKR is currently evaluating the impact the adoption of this guidance may have on its financial statements, including with respect to the timing of the recognition of carried interest.

### Consolidation

In February 2015, the FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis ("ASU 2015-02"). The guidance in ASU 2015-02 eliminates the presumption that a general partner should consolidate a limited partnership and changes the consolidation model specific to limited partnerships. The amendments also clarify how to treat fees paid to an asset manager or other entity that makes the decisions for the

investment vehicle and whether such fees should be considered in determining when a variable interest entity should be reported on an asset manager's balance sheet. ASU 2015-02 is effective for reporting periods starting after December 15, 2015 and for interim periods within the fiscal year. KKR adopted ASU 2015-02 on January 1, 2016. See "Principles of Consolidation" for a discussion of the impact that the adoption had on KKR's financial statements.

In October 2016, the FASB issued ASU No. 2016-17, Consolidation (Topic 810): Interests Held through Related Parties under Common Control ("ASU 2016-17"). This guidance in ASU 2016-17 states that reporting entities deciding whether they are primary beneficiaries no longer have to consider indirect interests held through related parties that are under common control to be the equivalent of direct interests in their entirety. Decision makers would include those indirect interests on a proportionate basis. The guidance in the ASU is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted. KKR is currently evaluating the impact on the financial statements.

## Table of Contents

### Interest - Imputation of Interest

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs (“ASU 2015-03”). The amended guidance requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability rather than a deferred charge within other assets, consistent with debt discounts. In August 2015, the FASB clarified that line-of-credit arrangements are outside the scope of ASU 2015-03. The amended guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. KKR adopted the guidance for debt arrangements that are not line-of-credit arrangements for the three months ended March 31, 2016 and applied a retrospective approach. As a result of the adoption, the December 31, 2015 statement of financial condition was impacted resulting in a reduction in deferred financing costs reported in other assets and a corresponding reduction in debt obligations of \$15.4 million. Adoption of this guidance had no impact on KKR & Co. L.P. Partners’ Capital and Net Income (Loss) Attributable to KKR & Co. L.P.

### Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share

In May 2015, the FASB issued amended guidance on the disclosures for investments in certain entities that calculate net asset value per share (or its equivalent). The amendments remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. This guidance was adopted by KKR on January 1, 2016 and did not have a material impact on KKR’s financial statements.

### Financial Instruments

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments (Topic 825): Recognition and Measurement of Financial Assets and Liabilities (“ASU 2016-01”). The amended guidance (i) requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; (ii) eliminates the requirement to disclose the method(s) and significant assumptions used to estimate the fair value that is currently required to be disclosed for financial instruments measured at fair value; (iii) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments and (iv) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements. ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The amended guidance should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amended guidance related to equity securities without readily determinable fair values (including the disclosure requirements) should be applied prospectively to equity investments that exist as of the date of adoption. KKR is currently evaluating the impact on the financial statements.

### Leases

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The guidance requires the recognition of lease assets and lease liabilities for those leases classified as operating leases under previous GAAP. The guidance

retains a distinction between finance leases and operating leases. The classification criteria for distinguishing between finance leases and operating leases are substantially similar to the classification criteria for distinguishing between capital leases and operating leases under previous GAAP. The recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee have not changed significantly from previous GAAP. For operating leases, a lessee is required to do the following: (a) recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in the Statement of Financial Condition, (b) recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis, and (c) classify all cash payments within operating activities in the statement of cash flows. The guidance is effective for fiscal periods beginning after December 15, 2018. Early application is permitted. KKR is currently evaluating the impact on the financial statements.



## Table of Contents

### Investments

In March 2016, the FASB issued ASU No. 2016-07, Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting ("ASU 2016-07"), which simplifies the equity method of accounting by eliminating the requirement to retrospectively apply the equity method to an investment that subsequently qualifies for such accounting as a result of an increase in the level of ownership interest or degree of influence. ASU 2016-07 is effective for all entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years, with early adoption permitted for all entities. Entities are required to apply the guidance prospectively to increases in the level of ownership interest or degree of influence occurring after the ASU's effective date. Additional transition disclosures are not required upon adoption. KKR is currently evaluating the impact on the financial statements.

### Compensation

In March 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"), which simplifies several aspects of the accounting for employee share-based payment transactions for both public and nonpublic entities, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. ASU 2016-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within those annual reporting periods. KKR is currently evaluating the impact on the financial statements.

### Cash Flow Classification

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"), which amends the guidance on the classification of certain cash receipts and payments in the statement of cash flows. The amended guidance adds or clarifies guidance on eight cash flow matters: (i) debt prepayment or debt extinguishment costs, (ii) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, (iii) contingent consideration payments made after a business combination, (iv) proceeds from the settlement of insurance claims, (v) proceeds from the settlement of corporate-owned life insurance policies, (vi) distributions received from equity method investees, (vii) beneficial interests in securitization transactions and (viii) separately identifiable cash flows and application of the predominance principle. The guidance in the ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The guidance must be applied retrospectively to all periods presented but may be applied prospectively from the earliest date practicable if retrospective application would be impracticable. KKR is currently evaluating the impact on the financial statements.

Table of Contents

## 3. NET GAINS (LOSSES) FROM INVESTMENT ACTIVITIES

Net Gains (Losses) from Investment Activities in the consolidated statements of operations consist primarily of the realized and unrealized gains and losses on investments (including foreign exchange gains and losses attributable to foreign denominated investments and related activities) and other financial instruments, including those for which the fair value option has been elected. Unrealized gains or losses result from changes in the fair value of these investments and other financial instruments during a period. Upon disposition of an investment or financial instrument, previously recognized unrealized gains or losses are reversed and an offsetting realized gain or loss is recognized in the current period.

The following tables summarize total Net Gains (Losses) from Investment Activities for the three and nine months ended September 30, 2016 and 2015, respectively:

	Three Months Ended September 30, 2016			Three Months Ended September 30, 2015		
	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)	Total	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)	Total
Private Equity (a)	\$172,390	\$ 37,465	\$209,855	\$939,218	\$(1,751,892 )	\$(812,674 )
Credit and Other (a)	(262,826 )	256,137	(6,689 )	(49,052 )	(487,939 )	(536,991 )
Investments of Consolidated CFEs (a)	(18,697 )	40,049	21,352	(341 )	(157,045 )	(157,386 )
Real Assets (a)	28,803	70,700	99,503	7,319	(225,965 )	(218,646 )
Foreign Exchange Forward Contracts and Options (b)	41,254	(63,997 )	(22,743 )	98,191	(4,324 )	93,867
Securities Sold Short (b)	232,448	29,545	261,993	8,539	6,409	14,948
Other Derivatives (b)	(17,224 )	14,472	(2,752 )	9,176	(23,770 )	(14,594 )
Debt Obligations and Other (c)	112,469	62,156	174,625	10,953	64,842	75,795
Net Gains (Losses) From Investment Activities	\$288,617	\$ 446,527	\$735,144	\$1,024,003	\$(2,579,684 )	\$(1,555,681)
	Nine Months Ended September 30, 2016			Nine Months Ended September 30, 2015		
	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)	Total	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)	Total
Private Equity (a)	\$370,266	\$(412,303 )	\$(42,037 )	\$3,916,131	\$(1,557 )	\$3,914,574
Credit and Other (a)	(284,992 )	(104,028 )	(389,020 )	45,247	(522,364 )	(477,117 )
Investments of Consolidated CFEs (a)	(239,502 )	547,099	307,597	(26,494 )	(79,651 )	(106,145 )
Real Assets (a)	41,158	66,927	108,085	14,824	(162,065 )	(147,241 )
Foreign Exchange Forward Contracts and Options (b)	41,829	(75,398 )	(33,569 )	305,541	34,799	340,340
Securities Sold Short (b)	231,474	(10,343 )	221,131	(680 )	18,607	17,927
Other Derivatives (b)	(35,613 )	40,081	4,468	20,699	(2,049 )	18,650
Debt Obligations and Other (c)	229,485	(397,051 )	(167,566 )	60,662	(146,902 )	(86,240 )
Net Gains (Losses) From Investment	\$354,105	\$(345,016 )	\$9,089	\$4,335,930	\$(861,182 )	\$3,474,748

Activities

(a) See Note 4 "Investments."

(b) See Note 8 "Other Assets and Accounts Payable, Accrued Expenses and Other Liabilities."

(c) See Note 10 "Debt Obligations."

Table of Contents

## 4. INVESTMENTS

Investments consist of the following:

	September 30, 2016	December 31, 2015
Private Equity	\$3,000,570	\$36,398,474
Credit	4,393,336	6,300,004
Investments of Consolidated CFEs	13,514,574	12,735,309
Real Assets	1,814,756	4,048,281
Equity Method	2,840,762	1,730,565
Carried Interest	2,731,310	245,066
Other	2,982,651	3,848,232
Total Investments	\$31,277,959	\$65,305,931

As of December 31, 2015, investments which represented greater than 5% of total investments consisted of Walgreens Boots Alliance, Inc. of \$5.1 billion and First Data Corporation of \$4.3 billion. As of September 30, 2016, there were no investments which represented greater than 5% of total investments. In addition, as of September 30, 2016 and December 31, 2015, investments totaling \$14.6 billion and \$14.2 billion, respectively, were pledged as direct collateral against various financing arrangements. See Note 10 "Debt Obligations." The majority of the securities underlying private equity investments represent equity securities.

## Carried Interest

Carried interest allocated to the general partner in respect of performance of investment funds that are not consolidated were as follows:

Balance at December 31, 2015	\$245,066
Deconsolidation of Funds on Adoption of ASU 2015-02	2,712,962
Carried Interest Allocated as a result of Changes in Fund Fair Value	602,695
Cash Proceeds Received	(829,413 )
Balance at September 30, 2016	\$2,731,310

Table of Contents

## 5. FAIR VALUE MEASUREMENTS

The following tables summarize the valuation of KKR's assets and liabilities by the fair value hierarchy. Carried Interest and Equity Method Investments for which the fair value option has not been elected have been excluded from the tables below.

## Assets, at fair value:

	September 30, 2016			
	Level I	Level II	Level III	Total
Private Equity	\$ 1,399,671	\$ 111,814	\$ 1,489,085	\$ 3,000,570
Credit	—	1,174,324	3,219,012	4,393,336
Investments of Consolidated CFEs	—	7,969,895	5,544,679	13,514,574
Real Assets	—	—	1,814,756	1,814,756
Equity Method	—	284,251	505,184	789,435
Other	1,169,797	233,976	1,578,878	2,982,651
Total	2,569,468	9,774,260	14,151,594	26,495,322
Foreign Exchange Contracts and Options	—	170,304	—	170,304
Other Derivatives	1,625	23,784	—	25,409
Total Assets	\$ 2,571,093	\$ 9,968,348	\$ 14,151,594	\$ 26,691,035

	December 31, 2015			
	Level I	Level II	Level III	Total
Private Equity	\$ 16,614,008	\$ 880,928	\$ 18,903,538	\$ 36,398,474
Credit	—	1,287,649	5,012,355	6,300,004
Investments of Consolidated CFEs	—	12,735,309	—	12,735,309
Real Assets	—	—	4,048,281	4,048,281
Equity Method	—	—	891,606	891,606
Other	817,328	449,716	2,581,188	3,848,232
Total	17,431,336	15,353,602	31,436,968	64,221,906
Foreign Exchange Contracts and Options	—	635,183	—	635,183
Other Derivatives	—	5,703	—	5,703
Total Assets	\$ 17,431,336	\$ 15,994,488	\$ 31,436,968	\$ 64,862,792

## Liabilities, at fair value:

	September 30, 2016			
	Level I	Level II	Level III	Total
Securities Sold Short	\$ 541,826	\$ 48,393	\$ —	\$ 590,219
Foreign Exchange Contracts and Options	—	87,002	—	87,002
Unfunded Revolver Commitments	—	4,377	—	4,377
Other Derivatives <sup>(1)</sup>	—	49,410	62,059	111,469
Debt Obligations of Consolidated CFEs	—	7,743,242	5,435,591	13,178,833
Total Liabilities	\$ 541,826	\$ 7,932,424	\$ 5,497,650	\$ 13,971,900



Table of Contents

	December 31, 2015			
	Level I	Level II	Level III	Total
Securities Sold Short	\$286,981	\$13,009	\$	—\$299,990
Foreign Exchange Contracts and Options	—	83,748	—	83,748
Unfunded Revolver Commitments	—	15,533	—	15,533
Other Derivatives	—	104,518	—	104,518
Debt Obligations of Consolidated CFEs	—	12,365,222	—	12,365,222
Total Liabilities	\$286,981	\$12,582,030	\$	—\$12,869,011

(1) Includes an option issued in connection with the acquisition of a 24.9% equity interest in Marshall Wace LLP and its affiliates ("Marshall Wace") to increase KKR's ownership interest over time to 39.9%. The option is valued using a Monte-Carlo simulation valuation methodology. Key inputs used in this methodology that require estimates include Marshall Wace's dividend yield, assets under management volatility and equity volatility.

The following tables summarize changes in assets and liabilities reported at fair value for which Level III inputs have been used to determine fair value for the three and nine months ended September 30, 2016 and 2015, respectively:

## Three Months Ended September 30, 2016

	Level III Assets						Total Level III Assets	Level III Liabilities Debt Obligations of Consolidated CFEs
	Private Equity	Credit	Investments of Consolidated CFEs	Real Assets	Equity Method	Other		
Balance, Beg. of Period	\$1,231,868	\$2,672,179	\$5,615,342	\$1,819,709	\$477,219	\$1,495,697	\$13,312,014	\$5,506,281
Transfers Out								
Due to Deconsolidation of Funds	—	—	—	—	—	—	—	—
Transfers In	—	1,677	—	—	—	—	1,677	—
Transfers Out	—	—	—	—	—	—	—	—
Asset Purchases / Debt Issuances	253,736	616,041	—	59,963	—	46,233	975,973	—
Sales	(43,789)	(168,342)	(8,993)	(164,419)	(725)	(16,677)	(402,945)	—
Settlements	—	24,296	—	—	—	—	24,296	(8,993)
Net Realized Gains (Losses)	17,386	(518)	—	28,803	225	(1,173)	44,723	—
Net Unrealized Gains (Losses)	29,884	67,753	(61,670)	70,700	28,465	54,798	189,930	(61,697)
Change in Other Comprehensive Income	—	5,926	—	—	—	—	5,926	—
Balance, End of Period	\$1,489,085	\$3,219,012	\$5,544,679	\$1,814,756	\$505,184	\$1,578,878	14,151,594	\$5,435,591
Changes in Net Unrealized	\$46,895	\$67,140	\$(61,670)	\$70,700	\$28,465	\$54,798	\$206,328	\$(61,697)

Gains (Losses)  
Included in Net  
Gains (Losses)  
from Investment  
Activities related  
to Level III  
Assets and  
Liabilities still  
held as of the  
Reporting Date

32

---



Edgar Filing: KKR & Co. L.P. - Form 10-Q

Table of Contents

Three Months Ended September 30, 2015

	Level III Assets						Total Level III Assets	Level III Liabilities Debt Obligations of Consolidated CFEs
	Private Equity	Credit	Investments of Consolidated CFEs	Real Assets	Equity Method	Other		
Balance, Beg. of Period	\$25,113,442	\$4,705,846	\$ —	-\$4,058,717	\$994,952	\$1,966,087	\$36,839,044	\$ —
Transfers In	—	—	—	—	—	—	—	—
Transfers Out	—	—	—	—	—	—	—	—
Asset Purchases / Debt Issuances	461,640	333,776	—	1,655	15,638	211,312	1,024,021	—
Sales	(1,569,751 )	(378,621 )	—	(18,701 )	(22,510 )	(14,383 )	(2,003,966 )	—
Settlements	—	49,625	—	—	—	—	49,625	—
Net Realized Gains (Losses)	724,528	(11,041 )	—	7,320	—	2,870	723,677	—
Net Unrealized Gains (Losses)	(586,635 )	(162,899 )	—	(225,964 )	(68,090 )	55,031	(988,557 )	—
Change in Other Comprehensive Income	—	(10,047 )	—	—	—	(459 )	(10,506 )	—
Balance, End of Period	\$24,143,224	\$4,526,639	\$ —	-\$3,823,027	\$919,990	\$2,220,458	\$35,633,338	\$ —
Changes in Net Unrealized Gains (Losses) Included in Net Gains (Losses) from Investment Activities related to Level III Assets and Liabilities still held as of the Reporting Date	\$78,943	\$(212,570 )	\$ —	-\$ (219,689 )	\$(12,598 )	\$9,766	\$(356,148 )	\$ —

Nine Months Ended September 30, 2016

	Level III Assets						Total Level III Assets	Level III Liabilities Debt Obligations of Consolidated CFEs
	Private Equity	Credit	Investments of Consolidated CFEs	Real Assets	Equity Method	Other		
Balance, Beg. of Period	\$18,903,538	\$5,012,355	\$ —	\$4,048,281	\$891,606	\$2,581,188	\$31,436,968	\$ —
Transfers Out Due to Deconsolidation of Funds	(17,856,098 )	(2,354,181 )	—	(2,628,999 )	—	(984,813 )	(23,824,091 )	—
Transfers In	—	45,427	4,343,829	—	—	—	4,389,256	4,272,081

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Transfers Out	(104,000 )	(760 )	—	—	(311,270 )	—	(416,030 )	—
Asset Purchases / Debt Issuances	507,812	1,170,140	1,026,801	513,734	18,992	249,903	3,487,382	990,450
Sales	(43,789 )	(648,416 )	(23,910 )	(237,176 )	(61,111 )	(147,495 )	(1,161,897 )	—
Settlements	—	74,474	—	—	—	—	74,474	(23,910 )
Net Realized Gains (Losses)	17,386	(9,113 )	—	41,158	(1,766 )	(8,588 )	39,077	—
Net Unrealized Gains (Losses)	64,236	(74,384 )	197,959	77,758	(31,267 )	(111,317 )	122,985	196,970
Change in Other Comprehensive Income	—	3,470	—	—	—	—	3,470	—
Balance, End of Period	\$1,489,085	\$3,219,012	\$5,544,679	\$1,814,756	\$505,184	\$1,578,878	\$14,151,594	\$5,435,591
Changes in Net Unrealized Gains (Losses) Included in Net Gains (Losses) from Investment Activities related to Level III Assets and Liabilities still held as of the Reporting Date	\$81,247	\$(74,997 )	\$197,959	\$77,758	\$(31,267 )	\$(135,067 )	\$115,633	\$196,970

Table of Contents

Nine Months Ended September 30, 2015

	Level III Assets						Level III Liabilities Debt Obligations of Consolidated CFEs	
	Private Equity	Credit	Investments of Consolidated CFEs	Real Assets	Equity Method	Other	Total Level III Assets	
Balance, Beg. of Period	\$26,276,021	\$4,192,702	\$92,495	\$3,130,404	\$898,206	\$1,234,795	\$35,824,623	\$7,615,340
Transfers In	—	16,706	108,340	—	—	1,187	126,233	—
Transfers Out	(3,564,987 )	(12,860 )	(153,656)	—	—	(1,710 )	(3,733,213 )	—
Asset Purchases / Debt Issuances	1,613,411	1,665,858	1,308	876,031	85,948	1,032,375	5,274,931	—
Sales	(2,392,428 )	(1,101,702 )	(3,138 )	(36,169 )	(25,784 )	(159,783 )	(3,719,004 )	—
Settlements	—	207,540	(883 )	—	—	—	206,657	—
Net Realized Gains (Losses)	1,069,212	(16,235 )	—	14,825	—	6,365	1,074,167	—
Net Unrealized Gains (Losses)	1,141,995	(419,017 )	(44,466 )	(162,064 )	(38,380 )	104,428	582,496	—
Change in Accounting Principle	—	—	—	—	—	—	—	(7,615,340 )
Change in Other Comprehensive Income	—	(6,353 )	—	—	—	2,801	(3,552 )	—
Balance, End of Period	\$24,143,224	\$4,526,639	\$—	\$3,823,027	\$919,990	\$2,220,458	\$35,633,338	\$—
Changes in Net Unrealized Gains (Losses) Included in Net Gains (Losses) from Investment Activities related to Level III Assets and Liabilities still held as of the Reporting Date	\$2,088,462	\$(512,725 )	\$—	\$(148,785 )	\$17,112	\$29,042	\$1,473,106	\$—

Total realized and unrealized gains and losses recorded for Level III investments are reported in Net Gains (Losses) from Investment Activities in the accompanying condensed consolidated statements of operations.

The following table summarizes the fair value transfers between fair value levels for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September	Nine Months Ended September 30,
--	------------------------------	---------------------------------

Edgar Filing: KKR & Co. L.P. - Form 10-Q

	30,			
	2016	2015	2016	2015
Assets, at fair value:				
Transfers from Level I to Level II <sup>1</sup>	\$—	\$4,447,981	\$73,600	\$4,447,981
Transfers from Level II to Level I <sup>3</sup>	\$—	\$—	\$—	\$467,766
Transfers from Level II to Level III <sup>1</sup>	\$1,677	\$—	\$4,389,256	\$126,233
Transfers from Level III to Level II <sup>2</sup>	\$—	\$—	\$312,030	\$168,226
Transfers from Level III to Level I <sup>3</sup>	\$—	\$—	\$104,000	\$3,564,987
Liabilities, at fair value:				
Transfers from Level II to Level III <sup>4</sup>	\$—	\$—	\$4,272,081	\$—

Transfers out of Level I into Level II and Level II into Level III are principally attributable to certain investments (1) that experienced an insignificant level of market activity during the period and thus were valued in the absence of observable inputs.

(2) Transfers out of Level III and into Level II are principally attributable to certain investments that experienced a higher level of market activity during the period and thus were valued using observable inputs.

(3) Transfers out of Level III and II into Level I are attributable to portfolio companies that are valued using their publicly traded market price.

(4) Transfers out of Level II and into Level III are principally attributable to debt obligations of CMBS vehicles due to an insignificant level of market activity during the period and thus were valued in the absence of observable inputs.

Table of Contents

The following table presents additional information about valuation methodologies and significant unobservable inputs used for assets and liabilities that are measured at fair value and categorized within Level III as of September 30, 2016:

	Fair Value September 30, 2016	Valuation Methodologies	Unobservable Input(s) (1)	Weighted Average (2)	Range	Impact to Valuation from an Increase in Input (3)
Private Equity	\$1,489,085					
Private Equity	\$615,417		Illiquidity Discount	8.2%	5% - 15%	Decrease
		Inputs to market comparable, discounted cash flow and transaction cost	Weight Ascribed to Market Comparables	39.4%	0% - 50%	(4)
			Weight Ascribed to Discounted Cash Flow	42.5%	5% - 100%	(5)
			Weight Ascribed to Transaction Price	18.1%	0% - 90%	(6)
		Market comparables	Enterprise Value/LTM EBITDA Multiple	12.3x	8.1x - 19.0x	Increase
			Enterprise Value/Forward EBITDA Multiple	11.2x	7.2x - 15.4x	Increase
		Discounted cash flow	Weighted Average Cost of Capital	10.4%	8.0% - 13.9%	Decrease
			Enterprise Value/LTM EBITDA Exit Multiple	10.5x	7.3x - 13.5x	Increase
Growth Equity	\$873,668		Illiquidity Discount	13.6%	10% - 20%	Decrease
		Inputs to market comparable, discounted cash flow and transaction cost	Weight Ascribed to Market Comparables	43.0%	0% - 100%	(4)
			Weight Ascribed to Discounted Cash Flow	10.7%	0% - 75%	(5)
			Weight Ascribed to Transaction Price	46.3%	0% - 100%	(6)
			Base	52.6%	30% - 80%	Increase
		Scenario Weighting	Downside	25.5%	10% - 40%	Decrease
			Upside	21.9%	10% - 33%	Increase
Credit	\$3,219,012		Yield	8.5%	5.2% - 35.0%	Decrease
		Yield Analysis	Net Leverage	4.3x	0.6x - 35.6x	Decrease
			EBITDA Multiple	6.0x	0.8x - 34.1x	Increase

Investments of Consolidated CFEs	\$5,544,679(9)					
Debt Obligations of Consolidated CFEs	\$5,435,591	Discounted cash flow	Yield	5.4%	1.5% - 26.2%	Decrease
Real Assets	\$1,814,756(10)					
Energy	\$811,438	Discounted cash flow	Weighted Average Cost of Capital	10.6%	8.2% - 17.3%	Decrease
			Average Price Per BOE (8)	\$41.55	\$29.87 - \$47.69	Increase
Real Estate	\$856,869	Inputs to direct income capitalization and discounted cash flow	Weight Ascribed to Direct Income Capitalization	35.6%	0% - 75%	(7)
		Direct Income Capitalization	Weight Ascribed to Discounted Cash Flow	64.4%	25% - 100%	(5)
		Discounted cash flow	Current Capitalization Rate	6.9%	5.0% - 12.0%	Decrease
			Unlevered Discount Rate	9.6%	5.5% - 20.0%	Decrease

In determining certain of these inputs, management evaluates a variety of factors including economic conditions, industry and market developments, market valuations of comparable companies and company specific (1)developments including exit strategies and realization opportunities. Management has determined that market participants would take these inputs into account when valuing the investments and debt obligations. LTM means Last Twelve Months and EBITDA means Earnings Before Interest Taxes Depreciation and Amortization.

(2)Inputs were weighted based on the fair value of the investments included in the range. Unless otherwise noted, this column represents the directional change in the fair value of the Level III investments (3)that would result from an increase to the corresponding unobservable input. A decrease to the unobservable input would have the opposite effect. Significant increases and decreases in these inputs in isolation could result in significantly higher or lower fair value measurements.

The directional change from an increase in the weight ascribed to the market comparables approach would increase (4)the fair value of the Level III investments if the market comparables approach results in a higher valuation than the discounted cash flow approach and transaction price. The

Table of Contents

opposite would be true if the market comparables approach results in a lower valuation than the discounted cash flow approach and transaction price.

The directional change from an increase in the weight ascribed to the discounted cash flow approach would increase the fair value of the Level III investments if the discounted cash flow approach results in a higher (5) valuation than the market comparables approach, transaction price and direct income capitalization approach. The opposite would be true if the discounted cash flow approach results in a lower valuation than the market comparables approach and transaction price.

The directional change from an increase in the weight ascribed to the transaction price would increase the fair (6) value of the Level III investments if the transaction price results in a higher valuation than the market comparables and discounted cash flow approach. The opposite would be true if the transaction price results in a lower valuation than the market comparables approach and discounted cash flow approach.

The directional change from an increase in the weight ascribed to the direct income capitalization approach would (7) increase the fair value of the Level III investments if the direct income capitalization approach results in a higher valuation than the discounted cash flow approach. The opposite would be true if the direct income capitalization approach results in a lower valuation than the discounted cash flow approach.

The total Energy fair value amount includes multiple investments (in multiple locations throughout North America) that are held in multiple investment funds and produce varying quantities of oil, condensate, natural gas liquids, and natural gas. Commodity price may be measured using a common volumetric equivalent where one barrel of oil equivalent, or BOE, is determined using the ratio of six thousand cubic feet of natural gas to one barrel of oil, (8) condensate or natural gas liquids. The price per BOE is provided to show the aggregate of all price inputs for the various investments over a common volumetric equivalent although the valuations for specific investments may use price inputs specific to the asset for purposes of our valuations. The discounted cash flows include forecasted production of liquids (oil, condensate, and natural gas liquids) and natural gas with a forecasted revenue ratio of approximately 82% liquids and 18% natural gas.

Under ASU 2014-13, KKR measures CMBS investments on the basis of the fair value of the financial liabilities of (9) the CMBS vehicle. See Note 2 "Summary of Significant Accounting Policies."

Includes one Infrastructure investment for \$146.4 million that was valued using a discounted cash flow analysis. (10) The significant inputs used included the weighted average cost of capital 7.9% and the enterprise value/LTM EBITDA Exit Multiple 11.0x.

The table above excludes equity method investments in the amount of \$505.2 million, comprised primarily of interests in real estate joint ventures, which were valued using Level III value methodologies which are the same as those shown for real estate investments.

The table above excludes other investments in the amount of \$1,578.9 million comprised primarily of privately-held equity and equity-like securities (e.g. warrants) in companies that are neither private equity, real assets nor credit investments. These investments were valued using Level III valuation methodologies that are generally the same as those shown for private equity investments.

In the table above, certain private equity investments may be valued at cost for a period of time after an acquisition as the best indicator of fair value. In addition, certain valuations of private equity investments may be entirely or partially derived by reference to observable valuation measures for a pending or consummated transaction.

The various unobservable inputs used to determine the Level III valuations may have similar or diverging impacts on valuation. Significant increases and decreases in these inputs in isolation and interrelationships between those inputs could result in significantly higher or lower fair value measurements as noted in the table above.





Table of Contents

## 6. FAIR VALUE OPTION

The following table summarizes the financial instruments for which the fair value option has been elected:

	September 30, 2016	December 31, 2015
Assets		
Private Equity	\$ 105,586	\$ 211,474
Credit	1,262,369	936,063
Investments of Consolidated CFEs	13,514,574	12,735,309
Real Assets	258,854	90,245
Equity Method	789,435	891,606
Other	228,061	374,185
Total	\$ 16,158,879	\$ 15,238,882
Liabilities		
Debt Obligations of Consolidated CFEs	\$ 13,178,833	\$ 12,365,222
Total	\$ 13,178,833	\$ 12,365,222

The following table presents the realized and net change in unrealized gains (losses) on financial instruments on which the fair value option was elected:

	Three Months Ended September 30, 2016		Three Months Ended September 30, 2015	
	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)
Assets				
Private Equity	\$—	\$(446)	\$—	\$(13,921)
Credit	(31,310)	12,376	(11,774)	(25,793)
Investments of Consolidated CFEs	(18,697)	40,049	(341)	(157,045)
Real Assets	2,945	(2,051)	—	4,214
Equity Method	225	42,525	7,703	(67,287)
Other	(762)	(11,016)	2,388	(31,134)
Total	\$(47,599)	\$ 81,437	\$(2,024)	\$(290,966)
Liabilities				
Debt Obligations of Consolidated CFEs	107,844	68,658	—	69,853
Total	\$ 107,844	\$ 68,658	\$—	\$ 69,853

	Nine Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)
Assets				
Private Equity	\$—	\$(2,744)	\$ 111,676	\$ 72,777
Credit	(26,293)	(29,662)	(14,944)	(67,364)
Investments of Consolidated CFEs	(239,502)	547,099	(26,494)	(79,651)

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Real Assets	2,945	8,544	—	13,354
Equity Method	(1,766 )	(58,572 )	7,703	(36,159 )
Other	(2,578 )	(30,013 )	(855 )	(28,525 )
Total	\$(267,194)	\$434,652	\$77,086	\$(125,568)

Liabilities

Debt Obligations of Consolidated CFEs	210,386	(378,505 )	—	(44,650 )
Total	\$210,386	\$(378,505)	\$—	\$(44,650 )

37

---

Table of Contents

## 7. NET INCOME (LOSS) ATTRIBUTABLE TO KKR &amp; CO. L.P. PER COMMON UNIT

For the three and nine months ended September 30, 2016 and 2015, basic and diluted Net Income (Loss) attributable to KKR & Co. L.P. per common unit were calculated as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net Income (Loss) Attributable to KKR & Co. L.P. Common Unitholders	\$352,152	\$(190,588)	\$116,103	\$456,225
Basic Net Income (Loss) Per Common Unit				
Weighted Average Common Units Outstanding - Basic	445,989,300	452,165,697	448,149,747	444,675,159
Net Income (Loss) Attributable to KKR & Co. L.P. Per Common Unit - Basic	\$ 0.79	\$ (0.42 )	\$ 0.26	\$ 1.03
Diluted Net Income (Loss) Per Common Unit				
Weighted Average Common Units Outstanding - Basic	445,989,300	452,165,697	448,149,747	444,675,159
Weighted Average Unvested Common Units and Other Exchangeable Securities	33,986,375	—	34,985,238	35,663,176
Weighted Average Common Units Outstanding - Diluted	479,975,675	452,165,697	483,134,985	480,338,335
Net Income (Loss) Attributable to KKR & Co. L.P. Per Common Unit - Diluted	\$ 0.73	\$ (0.42 )	\$ 0.24	\$ 0.95

Weighted Average Common Units Outstanding—Diluted primarily includes unvested equity awards that have been granted under the Equity Incentive Plan as well as exchangeable equity securities issued in connection with the acquisition of Avoca. Vesting or exchanges of these equity interests dilute KKR and KKR Holdings pro rata in accordance with their respective ownership interests in the KKR Group Partnerships.

For the three months ended September 30, 2015, equity awards granted under the Equity Incentive Plan as well as exchangeable equity securities issued in connection with the acquisition of Avoca have been excluded from the calculation of diluted Net Income (Loss) attributable to KKR & Co. L.P. per common unit since these equity awards and exchangeable equity securities would be anti-dilutive, having the effect of decreasing the loss per common unit.

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Weighted Average KKR Holdings Units Outstanding	357,528,999	365,717,358	358,853,469	370,306,583

For the three and nine months ended September 30, 2016 and 2015, KKR Holdings units have been excluded from the calculation of Net Income (Loss) attributable to KKR & Co. L.P. per common unit - diluted since the exchange of these units would not dilute KKR's respective ownership interests in the KKR Group Partnerships.

Table of Contents

## 8. OTHER ASSETS AND ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER LIABILITIES

Other Assets consist of the following:

	September 30, 2016	December 31, 2015
Unsettled Investment Sales (a)	\$234,108	\$74,862
Receivables	255,260	78,297
Due from Broker (b)	498,483	365,678
Oil & Gas Assets, net (c)	272,731	355,537
Deferred Tax Assets, net	283,730	275,391
Interest, Dividend and Notes Receivable (d)	287,668	372,699
Fixed Assets, net (e)	262,659	226,340
Foreign Exchange Contracts and Options (f)	170,304	635,183
Intangible Assets, net (g)	142,481	176,987
Goodwill (g)	89,000	89,000
Derivative Assets	25,409	5,703
Deferred Transaction Related Expenses	28,995	35,422
Prepaid Taxes	46,320	24,326
Prepaid Expenses	24,948	13,697
Deferred Financing Costs	9,168	65,225
Other	78,529	14,790
Total	\$2,709,793	\$2,809,137

(a) Represents amounts due from third parties for investments sold for which cash settlement has not occurred.

(b) Represents amounts held at clearing brokers resulting from securities transactions.

(c) Includes proved and unproved oil and natural gas properties under the successful efforts method of accounting, which is net of impairment write-downs, accumulated depreciation, depletion and amortization.

(d) Represents interest and dividend receivables and a promissory note due from a third party. The promissory note bears interest at 2.0% per annum and matures in January 2018.

Net of accumulated depreciation and amortization of \$140,795 and \$135,487 as of September 30, 2016 and December 31, 2015, respectively. Depreciation and amortization expense of \$4,121 and \$3,777 for the three (e) months ended September 30, 2016 and 2015, respectively, and \$12,025 and \$11,642 for the nine months ended September 30, 2016 and 2015, respectively, is included in General, Administrative and Other in the accompanying consolidated statements of operations.

Represents derivative financial instruments used to manage foreign exchange risk arising from certain foreign (f) denominated investments. Such instruments are measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying consolidated statements of operations. See Note 3 “Net Gains (Losses) from Investment Activities” for the net changes in fair value associated with these instruments.

(g) See Note 16 “Goodwill and Intangible Assets.”

Table of Contents

Accounts Payable, Accrued Expenses and Other Liabilities consist of the following:

	September 30, 2016	December 31, 2015
Amounts Payable to Carry Pool (a)	\$1,121,510	\$1,199,000
Unsettled Investment Purchases (b)	781,171	594,152
Securities Sold Short (c)	590,219	299,990
Derivative Liabilities	111,469	104,518
Accrued Compensation and Benefits	181,018	17,765
Interest Payable	101,633	102,195
Foreign Exchange Contracts and Options (d)	87,002	83,748
Accounts Payable and Accrued Expenses	82,916	112,007
Contingent Consideration Obligation (e)	35,900	46,600
Deferred Rent and Income	21,624	21,706
Taxes Payable	12,833	8,770
Due to Broker (f)	—	27,121
Other Liabilities	69,755	97,778
Total	\$3,197,050	\$2,715,350

- (a) Represents the amount of carried interest payable to principals, professionals and other individuals with respect to KKR's active funds and co-investment vehicles that provide for carried interest.
- (b) Represents amounts owed to third parties for investment purchases for which cash settlement has not occurred. Represents the obligations of KKR to deliver a specified security at a future point in time. Such securities are measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying consolidated statements of operations. See Note 3 "Net Gains (Losses) from Investment Activities" for the net changes in fair value associated with these instruments.
- (c) Represents derivative financial instruments used to manage foreign exchange risk arising from certain foreign denominated investments. Such instruments are measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying consolidated statements of operations. See Note 3 "Net Gains (Losses) from Investment Activities" for the net changes in fair value associated with these instruments.
- (d) Represents potential contingent consideration related to the acquisition of Prisma.
- (e) Represents amounts owed for securities transactions initiated at clearing brokers.
- (f)

Table of Contents

9. VARIABLE INTEREST ENTITIES

As indicated in Note 2, "Summary of Significant Accounting Policies", on January 1, 2016, KKR adopted ASU 2015-02. Subsequent to the adoption of ASU 2015-02, limited partnerships and other similar entities where unaffiliated limited partners have not been granted kick-out rights are deemed to be VIEs. Since substantially all of KKR's investment funds are partnerships where limited partners are not granted kick-out rights, the adoption of ASU 2015-02 resulted in numerous entities that were previously classified as VOEs under the prior consolidation guidance becoming VIEs under ASU 2015-02. Since most of KKR's investment funds were de-consolidated as a result of the adoption of ASU 2015-02, the number of unconsolidated VIEs has increased significantly from December 31, 2015.

Consolidated VIEs

KKR consolidates certain VIEs in which it is determined that KKR is the primary beneficiary as described in Note 2, "Summary of Significant Accounting Policies" and which are predominately CFEs and certain investment funds. The primary purpose of these VIEs is to provide strategy specific investment opportunities to earn capital gains, current income or both in exchange for management and performance based fees or carried interest. KKR's investment strategies for these VIEs differ by product; however, the fundamental risks have similar characteristics, including loss of invested capital and loss of management fees and carried interests. KKR does not provide performance guarantees and has no other financial obligation to provide funding to these consolidated VIEs, beyond amounts previously committed, if any.

Unconsolidated VIEs

KKR holds variable interests in certain VIEs which are not consolidated as it has been determined that KKR is not the primary beneficiary. VIEs that are not consolidated include certain investment funds sponsored by KKR and certain CLO vehicles.

Investments in Unconsolidated Investment Funds

KKR's investment strategies differ by investment fund; however, the fundamental risks have similar characteristics, including loss of invested capital and loss of management fees and carried interests. KKR's maximum exposure to loss as a result of its investments in the unconsolidated investment funds is the carrying value of such investments, including KKR's capital interest and any unrealized carried interest, which was approximately \$4.1 billion at September 30, 2016. Accordingly, disaggregation of KKR's involvement by type of unconsolidated investment fund would not provide more useful information. For these unconsolidated investment funds in which KKR is the sponsor, KKR may have an obligation as general partner to provide commitments to such investment funds. As of September 30, 2016, KKR's commitments to these unconsolidated investment funds was \$1.6 billion. KKR has not provided any financial support other than its obligated amount as of September 30, 2016.

Investments in Unconsolidated CLO Vehicles

KKR provides collateral management services for, and has made nominal investments in, certain CLO vehicles that it does not consolidate. KKR's investments in the unconsolidated CLO vehicles, if any, are carried at fair value in the consolidated statements of financial condition. KKR earns management fees, including subordinated collateral management fees, for managing the collateral of the CLO vehicles. As of September 30, 2016, combined assets under management in the pools of unconsolidated CLO vehicles were \$1.1 billion. KKR's maximum exposure to loss as a result of its investments in the residual interests of unconsolidated CLO vehicles is the carrying value of such investments, which was \$1.4 million as of September 30, 2016. CLO investors in the CLO vehicles may only use the assets of the CLO to settle the debt of the related CLO, and otherwise have no recourse against KKR for any losses

sustained in the CLO structures.

As of September 30, 2016 and December 31, 2015, the maximum exposure to loss, before allocations to the carry pool and noncontrolling interests, if any, for those VIEs in which KKR is determined not to be the primary beneficiary but in which it has a variable interest is as follows:

	September 30, 2016	December 31, 2015
Investments	\$4,074,100	\$264,277
Due from (to) Affiliates, net	34,807	4,315
Maximum Exposure to Loss	\$4,108,907	\$268,592

Table of Contents

## 10. DEBT OBLIGATIONS

KKR borrows and enters into credit agreements and issues debt for its general operating and investment purposes and certain of its investment funds borrow to meet financing needs of their operating and investing activities. KKR consolidates and reports KFN's debt obligations which are non-recourse to KKR beyond the assets of KFN.

Fund financing facilities have been established for the benefit of certain KKR investment funds. When a KKR investment fund borrows from the facility in which it participates, the proceeds from the borrowings are strictly limited for their intended use by the borrowing investment fund. KKR's obligations with respect to these financing arrangements are generally limited to KKR's pro-rata equity interest in such funds.

In addition, consolidated CFE vehicles issue debt securities to third party investors which are collateralized by assets held by the CFE vehicle. KKR bears no obligation with respect to financing arrangements at KKR's consolidated CFEs. Debt securities issued by CFEs are supported solely by the assets held at the CFEs and are not collateralized by assets of any other KKR entity.

KKR's borrowings consisted of the following:

	September 30, 2016				December 31, 2015		
	Financing Available	Borrowing Outstanding	Fair Value		Financing Available	Borrowing Outstanding	Fair Value
Revolving Credit Facilities:							
Corporate Credit Agreement	\$1,000,000	\$—	\$—		\$1,000,000	\$—	\$—
KCM Credit Agreement	500,000	—	—		500,000	—	—
Notes Issued:							
KKR Issued 6.375% Notes Due 2020 (a)	—	497,658	582,030	(j) —	497,217	578,510	(j)
KKR Issued 5.500% Notes Due 2043 (b)	—	491,073	536,855	(j) —	490,815	517,880	(j)
KKR Issued 5.125% Notes Due 2044 (c)	—	989,917	1,021,930	(j) —	988,985	994,960	(j)
KFN Issued 8.375% Notes Due 2041 (d)	—	288,728	264,132	(k) —	289,660	273,965	(k)
KFN Issued 7.500% Notes Due 2042 (e)	—	123,108	118,447	(k) —	123,346	120,425	(k)
KFN Issued Junior Subordinated Notes (f)	—	249,730	188,933	—	248,498	216,757	
Other Consolidated Debt Obligations:							
Fund Financing Facilities and Other (g)	1,531,317	1,770,306	1,770,306	(l) 3,465,238	3,710,854	3,710,854	(l)
CLO Debt Obligations (h)	—	7,743,242	7,743,242	—	8,093,141	8,093,141	
CMBS Debt Obligations (i)	—	5,435,591	5,435,591	—	4,272,081	4,272,081	
	\$3,031,317	\$17,589,353	\$17,661,466		\$4,965,238	\$18,714,597	\$18,778,573

(a) \$500 million aggregate principal amount of 6.375% senior notes of KKR due 2020.

(b) \$500 million aggregate principal amount of 5.500% senior notes of KKR due 2043.

(c) \$1.0 billion aggregate principal amount of 5.125% senior notes of KKR due 2044.

(d) KKR consolidates KFN and thus reports KFN's outstanding \$259 million aggregate principal amount of 8.375% senior notes due 2041. On October 25, 2016, KFN announced that it will redeem all of its outstanding 8.375%



senior notes due 2041. See Note 19 “Subsequent Events.”

- (e) KKR consolidates KFN and thus reports KFN’s outstanding \$115 million aggregate principal amount of 7.500% senior notes due 2042.

- (f) KKR consolidates KFN and thus reports KFN’s outstanding \$284 million aggregate principal amount of junior subordinated notes. The weighted average interest rate is 4.0% and the weighted average years to maturity is 20.0 years as of September 30, 2016. These debt obligations are classified as Level III within the fair value hierarchy and valued using the same valuation methodologies as KKR’s Level III credit investments.

- (g) Certain of KKR’s consolidated investment funds have entered into financing arrangements with major financial institutions, generally to enable such investment funds to make investments prior to or without receiving capital from fund limited partners. The weighted average interest rate is 2.3% as of September 30, 2016 and December 31, 2015. In addition, the weighted average years to maturity is 1.8 years and 2.5 years as of September 30, 2016 and December 31, 2015, respectively.

- (h) CLO debt obligations are carried at fair value and are classified as Level II within the fair value hierarchy. See Note 5 “Fair Value Measurements.”

- (i) CMBS debt obligations are carried at fair value and are classified as Level III within the fair value hierarchy. See Note 5 “Fair Value Measurements.”

- (j) The notes are classified as Level II within the fair value hierarchy and fair value is determined by third party broker quotes.

Table of Contents

(k) The notes are classified as Level I within the fair value hierarchy and fair value is determined by quoted prices in active markets since the debt is publicly listed.

(l) Carrying value approximates fair value given the fund financing facilities' interest rates are variable.

## Revolving Credit Facilities

## KCM Credit Agreement

KKR Capital Markets maintains a revolving credit agreement with a major financial institution (the "KCM Credit Agreement") for use in KKR's capital markets business. The KCM Credit Agreement, as amended, provides for revolving borrowings of up to \$500 million with a \$500 million sublimit for letters of credit.

On March 30, 2016, the KCM Credit Agreement was amended to extend the maturity date from March 30, 2017 to March 30, 2021. If a borrowing is made on the KCM Credit Agreement, the interest rate will vary depending on the type of drawdown requested. If the loan is a Eurocurrency Loan, it will be based on the LIBOR Rate plus the applicable margin which ranges initially between 1.25% and 2.50%, depending on the amount and nature of the loan. If the loan is an ABR Loan, it will be based on the Prime Rate plus the applicable margin which ranges initially between 0.25% and 1.50% depending on the amount and nature of the loan. Borrowings under this facility may only be used for KKR's capital markets business, and its only obligors are entities involved in KKR's capital markets business, and its liabilities are non-recourse to other parts of KKR's business.

## Other Consolidated Debt Obligations

## Debt Obligations of Consolidated CFEs

As of September 30, 2016, debt obligations of consolidated CFEs consisted of the following:

	Borrowing Outstanding	Weighted Average Interest Rate	Weighted Average Remaining Maturity in Years
Senior Secured Notes of Consolidated CLOs	\$7,461,404	2.5 %	10.7
Subordinated Notes of Consolidated CLOs	281,838	(a)	9.0
Debt Obligations of Consolidated CMBS Vehicles	5,435,591	4.5 %	32.3
	\$13,178,833		

(a) The subordinated notes do not have contractual interest rates but instead receive a pro rata amount of the net distributions from the excess cash flows of the respective CLO vehicle. Accordingly, weighted average borrowing rates for the subordinated notes are based on cash distributions during the period, if any.

Debt obligations of consolidated CFEs are collateralized by assets held by each respective CFE vehicle and assets of one CFE vehicle may not be used to satisfy the liabilities of another. As of September 30, 2016, the fair value of the consolidated CFE assets was \$14.6 billion. This collateral consisted of Cash and Cash Equivalents Held at Consolidated Entities, Investments, and Other Assets.

Table of Contents

11. INCOME TAXES

The consolidated entities of KKR are generally treated as partnerships or disregarded entities for U.S. and non-U.S. tax purposes. The taxes payable on the income generated by partnerships and disregarded entities are generally paid by the fund investors, unitholders, principals and other third parties who beneficially own such partnerships and disregarded entities and are generally not payable by KKR. However, certain consolidated entities are or are treated as corporations for U.S. and non-U.S tax purposes and are therefore subject to U.S. federal, state and/or local income taxes and/or non-U.S. taxes at the entity-level. In addition, certain consolidated entities which are treated as partnerships for U.S. tax purposes are subject to the New York City Unincorporated Business Tax or other local taxes.

The effective tax rates were 1.10% and 0.60% for the three months ended September 30, 2016 and 2015, respectively, and 3.70% and 0.97% for the nine months ended September 30, 2016 and 2015, respectively. The effective tax rate differs from the statutory rate primarily due to the following: (i) a substantial portion of the reported net income (loss) before taxes is not attributable to KKR but rather is attributable to noncontrolling interests held in KKR's consolidated entities by KKR Holdings or by third parties, (ii) a significant portion of the amount of the reported net income (loss) before taxes attributable to KKR is from certain entities that are not subject to U.S. federal, state or local income taxes and/or non-U.S. taxes, and (iii) certain compensation charges attributable to KKR are not deductible for tax purposes.

During the three and nine month period ended September 30, 2016, there were no material changes to KKR's uncertain tax positions and KKR believes there will be no significant increase or decrease to the uncertain tax positions within 12 months of the reporting date.

Table of Contents

## 12. EQUITY BASED COMPENSATION

The following table summarizes the expense associated with equity based compensation for the three and nine months ended September 30, 2016 and 2015, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Equity Incentive Plan Units	\$50,270	\$48,252	\$148,257	\$148,970
KKR Holdings Market Condition Awards	6,831	—	19,841	—
Other Exchangeable Securities	3,460	4,054	10,306	11,730
KKR Holdings Principal Awards	594	2,045	1,297	6,238
KKR Holdings Restricted Equity Units	—	(18 )	—	131
Discretionary Compensation	397	13,488	6,331	46,780
Total	\$61,552	\$67,821	\$186,032	\$213,849

## Equity Incentive Plan

Under the Equity Incentive Plan, KKR is permitted to grant equity awards representing ownership interests in KKR & Co. L.P. common units. Vested awards under the Equity Incentive Plan dilute KKR & Co. L.P. common unitholders and KKR Holdings pro rata in accordance with their respective percentage interests in the KKR Group Partnerships.

The total number of common units that may be issued under the Equity Incentive Plan is equivalent to 15% of the number of fully diluted common units outstanding, subject to annual adjustment. Equity awards have been granted under the Equity Incentive Plan and are generally subject to service based vesting, typically over a three to five year period from the date of grant. In certain cases, these awards are subject to transfer restrictions and/or minimum retained ownership requirements. The transfer restriction period, if applicable, lasts for (i) one year with respect to one-half of the interests vesting on any vesting date and (ii) two years with respect to the other one-half of the interests vesting on such vesting date. While providing services to KKR, if applicable, certain of these recipients are also subject to minimum retained ownership rules requiring them to continuously hold common unit equivalents equal to at least 15% of their cumulatively vested interests.

Expense associated with the vesting of these awards is based on the closing price of the KKR & Co. L.P. common units on the date of grant, discounted for the lack of participation rights in the expected distributions on unvested units, which ranges from 8% to 56% (for awards granted prior to December 31, 2015) multiplied by the number of unvested units on the grant date. The grant date fair value of a KKR & Co. L.P. common unit reflects a discount for lack of distribution participation rights, because equity awards are not entitled to receive distributions while unvested. The discount range for awards granted prior to December 31, 2015 was based on management's estimates of future distributions that unvested equity awards will not be entitled to receive between the grant date and the vesting date. Therefore, units granted prior to December 31, 2015 that vest in earlier periods have a lower discount as compared to units that vest in later periods, which have a higher discount. The discount range will generally increase when the level of expected annual distributions increased relative to the grant date fair value of a KKR & Co. L.P. common unit. A decrease in expected annual distributions relative to the grant date fair value of a KKR & Co. L.P. common unit would generally have the opposite effect.

In connection with the change to KKR's distribution policy effective beginning with the distribution declared on February 11, 2016, KKR intends to make equal quarterly distributions to holders of its common units in an amount of

\$0.16 per common unit per quarter (\$0.64 per year). Accordingly, for grants under the Equity Incentive Plan made subsequent to December 31, 2015, the discount for the lack of participation rights in the expected distributions on unvested units will be based on the \$0.64 expected annual distribution.

Expense is recognized on a straight line basis over the life of the award and assumes a forfeiture rate of up to 8% annually based upon expected turnover by class of recipient.

45

---

Table of Contents

As of September 30, 2016, there was approximately \$247.0 million of estimated unrecognized expense related to unvested awards. That cost is expected to be recognized as follows:

Year	Unrecognized Expense (in millions)
Remainder of 2016	\$ 36.9
2017	126.4
2018	68.6
2019	14.9
2020	0.2
Total	\$ 247.0

A summary of the status of unvested awards granted under the Equity Incentive Plan from January 1, 2016 through September 30, 2016 is presented below:

	Units	Weighted Average Grant Date Fair Value
Balance, January 1, 2016	23,128,228	\$ 14.61
Granted	14,469,440	13.35
Vested	(7,009,686 )	16.57
Forfeited	(1,311,813 )	14.75
Balance, September 30, 2016	29,276,169	\$ 13.51

The weighted average remaining vesting period over which unvested awards are expected to vest is 1.1 years.

A summary of the remaining vesting tranches of awards granted under the Equity Incentive Plan is presented below:

Vesting Date	Units
October 1, 2016	5,203,475
April 1, 2017	8,553,424
October 1, 2017	2,353,493
April 1, 2018	7,286,943
October 1, 2018	1,948,559
April 1, 2019	3,376,734
October 1, 2019	482,959
April 1, 2020	62,816
October 1, 2020	7,766
	29,276,169

#### KKR Holdings - Market Condition Awards

In 2016, certain KKR employees and non-employee operating consultants were granted approximately 28.9 million KKR Holdings units subject to price and service-based vesting requirements (“Market Condition Awards”). Tranches of these Market Condition Awards become eligible to vest periodically on four annual vesting dates beginning on January 1, 2018, upon satisfaction of a service-based vesting condition and also a market condition vesting based on the price of KKR common units reaching and maintaining certain specified price thresholds for a specified period of time. None of these Market Condition Awards are eligible to vest prior to January 1, 2018 and if applicable price targets are not achieved by the close of business on January 1, 2021, any unvested Market Condition Awards will be automatically canceled and forfeited. These Market Condition Awards are not subject to additional transfer restrictions after vesting but are subject to minimum retained ownership requirements. Due to the existence of a

market condition, the vesting period for the Market Condition Awards is not explicit, and as such is the longer of (a) the defined service-based vesting period and (b) the period derived from the valuation technique used to estimate the grant-date fair value of the award (the “Derived Vesting Period”). For awards granted in 2016, the service

Table of Contents

based vesting period exceeds the Derived Vesting Period and as such, compensation expense will be recognized in the statement of operations based on the service based vesting periods.

The Market Condition Awards were granted from outstanding but previously unallocated units of KKR Holdings, and consequently these grants do not increase the number of KKR Holdings units outstanding. If and when vested, these Market Condition Awards would not dilute KKR's respective ownership interests in the KKR Group Partnerships.

The fair value of the Market Condition Awards are based on a Monte-Carlo simulation valuation model due to the existence of the market condition described above. Below is a summary of the significant assumptions used to estimate the grant date fair value of the Market Condition Awards.

Closing KKR unit price as of valuation date	\$15.23
Risk Free Rate	1.72 %
Volatility	25.0 %
Dividend Yield	4.2 %
Expected Cost of Equity	11.76%

In addition, the grant date fair value assumes that holders of the Market Condition Awards will not participate in distributions until such awards have met their vesting requirements.

The table below shows the units that were granted and their respective market conditions, total vesting periods and grant date fair values.

Units Granted	Market Condition Vesting Threshold per KKR common unit	Vesting Date	Grant Date Fair Value Per Unit
5,775,000	\$23.65	January 1, 2018	\$5.07
5,775,000	\$27.02	January 1, 2019	\$3.44
8,662,500	\$30.40	January 1, 2020	\$2.32
8,662,500	\$33.78	January 1, 2021	\$1.57
28,875,000			

Compensation expense is recognized over a two to five year period using the graded-attribution method, which treats each vesting tranche as a separate award. Additionally, the recognition of compensation expense assumes a forfeiture rate of up to 4% annually based on expected turnover.

As of September 30, 2016, there was approximately \$54.8 million of estimated unrecognized compensation expense related to unvested Market Condition Awards. That cost is expected to be recognized as follows:

Year	Unrecognized Expense (in millions)
Remainder of 2016	\$ 6.7
2017	26.5
2018	12.7
2019	6.6
2020	2.3
Total	\$ 54.8



On November 2, 2016, the Market Condition Awards granted on February 25, 2016 from KKR Holdings L.P. were modified to eliminate the market condition vesting requirement based on the price of KKR common units. Instead, these awards from KKR Holdings L.P. will vest in equal annual installments over a 5-year period beginning on May 1, 2017 and ending on May 1, 2021, subject to the grantee's continued employment through the applicable service vesting dates.

Table of Contents

This modification will result in increased compensation expense over a 5-year vesting period equal to the excess of the fair value of the modified awards over the fair value of the original Market Condition Equity Awards, in each case on the date of the modification. The total increased compensation expense is estimated to be approximately \$260 million, which will be expensed beginning in the fourth quarter of 2016 over a 5-year period. These modified awards were granted from outstanding but previously unallocated units of KKR Holdings L.P., and consequently do not increase the number of KKR Holdings units outstanding. The expense associated with these awards will not impact economic net income as discussed in Note 14 - "Segment Reporting."

## Other Exchangeable Securities

In connection with the acquisition of Avoca, KKR issued 2,545,602 equity securities of a subsidiary of a KKR Group Partnership and of KKR & Co. L.P. both of which are exchangeable into common units of KKR & Co. L.P. on a one-for-one basis ("Other Exchangeable Securities"). Certain Other Exchangeable Securities are subject to time based vesting (generally over a three-year period from February 19, 2014) and are not exchangeable into common units until vested, and in certain cases are subject to minimum retained ownership requirements and transfer restrictions. Consistent with grants of KKR Holdings awards and grants made under the KKR Equity Incentive Plan, holders of Other Exchangeable Securities are not entitled to receive distributions while unvested.

The fair value of Other Exchangeable Securities is based on the closing price of KKR & Co. L.P. common units on the date of grant. KKR determined this to be the best evidence of fair value as a KKR & Co. L.P. common unit is traded in an active market and has an observable market price. Additionally, Other Exchangeable Securities are instruments with terms and conditions similar to those of a KKR & Co. L.P. common unit. Specifically, these Other Exchangeable Securities are exchangeable into KKR & Co. L.P. common units on a one-for-one basis upon vesting.

Expense associated with the vesting of these Other Exchangeable Securities is based on the closing price of a KKR & Co. L.P. common unit on the date of grant, discounted for the lack of participation rights in the expected distributions on unvested Other Exchangeable Securities, which currently ranges from 8% to 56% multiplied by the number of unvested Other Exchangeable Securities on the issuance date. The discount range was based on management's estimates of future distributions that unvested Other Exchangeable Securities will not be entitled to receive between the issuance date and the vesting date. Therefore, Other Exchangeable Securities that vest in earlier periods have a lower discount as compared to Other Exchangeable Securities that vest in later periods, which have a higher discount. The discount range will generally increase when the level of expected annual distributions increases relative to the issuance date fair value of a KKR & Co. L.P. common unit. A decrease in expected annual distributions relative to the grant date fair value of a KKR & Co. L.P. common unit would generally have the opposite effect. Expense is recognized on a straight line basis over the life of the security and assumes a forfeiture rate of up to 8% annually based upon expected turnover by class of recipient.

A summary of the status of unvested Other Exchangeable Securities from January 1, 2016 through September 30, 2016 is presented below:

	Units	Weighted Average Grant Date Fair Value
Balance, January 1, 2016	847,989	\$ 17.28
Vested	(19,177 )	13.86
Forfeited	—	—
Balance, September 30, 2016	828,812	\$ 17.36

All remaining Other Exchangeable Securities are expected to vest on October 1, 2016 and there is no material unrecognized expense.

KKR Holdings Principal Awards & KKR Holdings Restricted Equity Units

There is no material unrecognized expense associated with KKR Holdings Principal Awards and KKR Holdings Restricted Equity Units.

Table of Contents

Discretionary Compensation

All KKR employees and certain employees of certain consolidated entities are eligible to receive discretionary cash bonuses. While cash bonuses paid to most employees are borne by KKR and certain consolidated entities and result in customary compensation and benefits expense, cash bonuses that are paid to certain principals are currently borne by KKR Holdings. These bonuses are funded with distributions that KKR Holdings receives on KKR Group Partnership Units held by KKR Holdings but are not then passed on to holders of unvested units of KKR Holdings. Because principals are not entitled to receive distributions on units that are unvested, any amounts allocated to principals in excess of a principal's vested equity interests are reflected as employee compensation and benefits expense. These compensation charges are recorded based on the unvested portion of quarterly earnings distributions received by KKR Holdings at the time of the distribution.

Table of Contents

## 13. RELATED PARTY TRANSACTIONS

Due from Affiliates consists of:

	September 30, 2016	December 31, 2015
Amounts due from portfolio companies	\$48,739	\$46,716
Amounts due from unconsolidated investment funds	276,958	74,409
Amounts due from related entities	17,409	18,658
Due from Affiliates	\$343,106	\$139,783

Due to Affiliates consists of:

	September 30, 2016	December 31, 2015
Amounts due to KKR Holdings in connection with the tax receivable agreement	\$133,091	\$127,962
Amounts due to unconsolidated investment funds	242,151	—
Amounts due to related entities	689	16,845
Due to Affiliates	\$375,931	\$144,807

Table of Contents

14. SEGMENT REPORTING

KKR operates through four reportable business segments. These segments, which are differentiated primarily by their business objectives and investment strategies, are presented below. These financial results represent the combined financial results of the KKR Group Partnerships on a segment basis. KKR earns the majority of its fees from subsidiaries located in the United States.

Private Markets

Through KKR's Private Markets segment, KKR manages and sponsors a group of private equity funds and co-investment vehicles that invest capital for long-term appreciation, either through controlling ownership of a company or strategic minority positions. KKR also manages and sponsors a group of funds and co-investment vehicles that invest capital in real assets, such as infrastructure, energy and real estate.

Public Markets

KKR operates and reports its combined credit and hedge funds businesses through the Public Markets segment. KKR's credit business advises funds, CLOs, separately managed accounts, and investment companies registered under the Investment Company Act, including a business development company or BDC, undertakings for collective investment in transferable securities or UCITS, and alternative investment funds or AIFs, which invest capital in (i) leveraged credit strategies, such as leveraged loans, high yield bonds and opportunistic credit, and (ii) alternative credit strategies such as mezzanine investments, direct lending investments, special situations investments, and revolving credit investments. KKR's Public Markets segment also includes its hedge funds business that offers a variety of investment strategies. Through KKR's hedge fund solutions platform, it offers customized hedge fund portfolios and hedge fund-of-fund solutions. In addition, KKR's hedge fund business includes strategic partnerships consisting of minority stakes in other hedge fund managers.

Capital Markets

The Capital Markets segment is comprised primarily of KKR's global capital markets business. KKR's capital markets business supports the firm, portfolio companies, and third-party clients by developing and implementing both traditional and non-traditional capital solutions for investments or companies seeking financing. These services include arranging debt and equity financing for transactions, placing and underwriting securities offerings and providing other types of capital markets services. When KKR underwrites an offering of securities or a loan on a firm commitment basis, KKR commits to buy and sell an issue of securities or indebtedness and generate revenue by purchasing the securities or indebtedness at a discount or for a fee. When KKR acts in an agency capacity, KKR generates revenue for arranging financing or placing securities or debt with capital markets investors. We may also provide issuers with capital markets advice on security selection, access to markets, marketing considerations, securities pricing, and other aspects of capital markets transactions in exchange for a fee.

Principal Activities

Through KKR's Principal Activities segment, we manage the firm's assets and deploy capital to support and grow our businesses.

We use KKR's Principal Activities assets to support KKR's investment management and capital markets businesses. Typically, the funds in our Private Markets and Public Markets businesses contractually require KKR, as general partner of the funds, to make sizable capital commitments from time to time. KKR also deploys Principal Activities assets in order to help establish a track record for fundraising purposes in new strategies. KKR may also use its own

capital to seed investments for new funds, to bridge capital selectively for its funds' investments or finance strategic acquisitions and partnerships, although the financial results of an acquired businesses or strategic partnership may be reported in other segments.

Principal Activities assets also provide the required capital to fund the various commitments of the Capital Markets business when underwriting or syndicating securities, or when providing term loan commitments for transactions involving portfolio companies and for third parties. Principal Activities assets also may be utilized to satisfy regulatory requirements for the Capital Markets business and risk retention requirements for CLOs.

## Table of Contents

### Key Performance Measure - Economic Net Income (“ENI”)

ENI is used by management in making operating and resource deployment decisions as well as assessing the overall performance of each of KKR’s reportable business segments. The reportable segments for KKR’s business are presented prior to giving effect to the allocation of income (loss) between KKR & Co. L.P. and KKR Holdings and as such represents the business in total. In addition, KKR’s reportable segments are presented without giving effect to the consolidation of the funds that KKR manages.

ENI is a measure of profitability for KKR’s reportable segments and is used by management as an alternative measurement of the operating and investment earnings of KKR and its business segments. ENI is comprised of total segment revenues; less total segment expenses and certain economic interests in KKR’s segments held by third parties.

### Modification of Segment Information

As of December 31, 2015, KKR’s management reevaluated the manner in which it made operational and resource deployment decisions and assessed the overall performance of each of KKR’s operating segments. As a result, as of December 31, 2015, KKR modified the presentation of its segment financial information relative to the presentation in prior periods. In addition, since becoming a public company, KKR's Principal Activities assets have grown in significance and are a meaningful contributor to its financial results.

Certain of the more significant changes between KKR’s current segment presentation and its previously reported segment presentation are described in the following commentary.

### Inclusion of a Fourth Segment

All income (loss) on investments is attributed to the Principal Activities segment. Prior to December 31, 2015, income on investments held directly by KKR was reported in the Private Markets segment, Public Markets segment or Capital Markets segment based on the character of the income generated. For example, income from private equity investments was previously included in the Private Markets segment. However, the financial results of acquired businesses and strategic partnerships have been reported in our other segments.

### Expense Allocations

As of December 31, 2015 KKR has changed the manner in which expenses are allocated among its operating segments. Specifically, as described below, (i) a portion of expenses, except for broken deal expenses, previously reflected in the Private Markets, Public Markets or Capital Markets segments are now reflected in the Principal Activities segment and (ii) corporate expenses are allocated across all segments.

### Expenses Allocated to Principal Activities

As of December 31, 2015, a portion of the cash compensation and benefits, occupancy and related charges and other operating expenses previously included in the Private Markets, Public Markets and Capital Markets segments is now allocated to the Principal Activities segment. The Principal Activities segment incurs its own direct costs, and an allocation from the other segments is also made to reflect the estimated amount of costs that are necessary to operate the Principal Activities segment, which are incremental to those costs incurred directly by the Principal Activities segment. The total amount of expenses (other than its direct costs) that is allocated to Principal Activities is based on the proportion of revenue earned by Principal Activities, relative to other operating segments, over the preceding four calendar years. This allocation percentage is updated annually or more frequently if there are material changes to KKR's business.



Once the total amount of expense to be allocated to the Principal Activities segment is estimated for each reporting period, the amount of this expense will be allocated from the Private Markets, Public Markets and Capital Markets segments based on the proportion of headcount in each of these three segments.

#### Allocations of Corporate Overhead

As of December 31, 2015, corporate expenses are allocated to each of the Private Markets, Public Markets, Capital Markets and Principal Activities segments based on the proportion of revenues earned by each segment over the preceding four

52

---

Table of Contents

calendar years. In KKR's segment presentation reported prior to December 31, 2015, all corporate expenses were allocated to the Private Markets segment.

In connection with these modifications, segment information for the three and nine months ended September 30, 2015 has been presented in conformity with KKR's current segment presentation. Consequently, this information will not be consistent with historical segment financial results reported prior to December 31, 2015. While the modified segment presentation impacted the amount of economic net income reported by each operating segment, it had no impact on KKR's economic net income on a total reportable segment basis.

Table of Contents

The following tables present the financial data for KKR's reportable segments:

	As of and for the Three Months Ended September 30, 2016					
	Private Markets	Public Markets	Capital Markets	Principal Activities	Total Reportable Segments	
<b>Segment Revenues</b>						
Management, Monitoring and Transaction Fees, Net						
Management Fees	\$ 117,795	\$ 83,713	\$—	\$—	\$ 201,508	
Monitoring Fees	11,091	—	—	—	11,091	
Transaction Fees	53,223	10,748	47,383	—	111,354	
Fee Credits	(37,127	) (10,265	) —	—	(47,392	)
Total Management, Monitoring and Transaction Fees, Net	144,982	84,196	47,383	—	276,561	
<b>Performance Income (Loss)</b>						
Realized Incentive Fees	—	3,659	—	—	3,659	
Realized Carried Interest	350,469	—	—	—	350,469	
Unrealized Carried Interest	53,339	17,012	—	—	70,351	
Total Performance Income (Loss)	403,808	20,671	—	—	424,479	
<b>Investment Income (Loss)</b>						
Net Realized Gains (Losses)	—	—	—	170,078	170,078	
Net Unrealized Gains (Losses)	—	—	—	136,740	136,740	
Total Realized and Unrealized Interest Income and Dividends	—	—	—	306,818	306,818	
Interest Expense	—	—	—	71,185	71,185	
Interest Expense	—	—	—	(47,506	) (47,506	)
Net Interest and Dividends	—	—	—	23,679	23,679	
Total Investment Income (Loss)	—	—	—	330,497	330,497	
Total Segment Revenues	548,790	104,867	47,383	330,497	1,031,537	
<b>Segment Expenses</b>						
Compensation and Benefits						
Cash Compensation and Benefits	47,858	22,022	7,803	24,284	101,967	
Realized Performance Income Compensation	157,688	1,463	—	—	159,151	
Unrealized Performance Income Compensation	22,588	6,805	—	—	29,393	
Total Compensation and Benefits	228,134	30,290	7,803	24,284	290,511	
Occupancy and Related Charges	9,248	2,570	330	3,729	15,877	
Other Operating Expenses	32,031	8,894	3,552	10,646	55,123	
Total Segment Expenses	269,413	41,754	11,685	38,659	361,511	
Income (Loss) attributable to noncontrolling interests	—	—	760	—	760	
Economic Net Income (Loss)	\$ 279,377	\$ 63,113	\$ 34,938	\$ 291,838	\$ 669,266	
Total Assets	\$ 1,835,166	\$ 1,179,955	\$ 403,609	\$ 10,119,919	\$ 13,538,649	



Table of Contents

	As of and for the Three Months Ended September 30, 2015				Total
	Private	Public	Capital	Principal	Reportable
	Markets	Markets	Markets	Activities	Segments
Segment Revenues					
Management, Monitoring and Transaction Fees, Net					
Management Fees	\$ 118,250	\$ 63,530	\$—	\$—	\$ 181,780
Monitoring Fees	24,964	—	—	—	24,964
Transaction Fees	17,732	3,386	40,319	—	61,437
Fee Credits	(20,266 )	(3,027 )	—	—	(23,293 )
Total Management, Monitoring and Transaction Fees, Net	140,680	63,889	40,319	—	244,888
Performance Income (Loss)					
Realized Incentive Fees	—	880	—	—	880
Realized Carried Interest	265,291	—	—	—	265,291
Unrealized Carried Interest	(394,126 )	(34,367 )	—	—	(428,493 )
Total Performance Income (Loss)	(128,835 )	(33,487 )	—	—	(162,322 )
Investment Income (Loss)					
Net Realized Gains (Losses)	—	—	—	61,439	61,439
Net Unrealized Gains (Losses)	—	—	—	(384,460 )	(384,460 )
Total Realized and Unrealized	—	—	—	(323,021 )	(323,021 )
Interest Income and Dividends	—	—	—	101,318	101,318
Interest Expense	—	—	—	(52,681 )	(52,681 )
Net Interest and Dividends	—	—	—	48,637	48,637
Total Investment Income (Loss)	—	—	—	(274,384 )	(274,384 )
Total Segment Revenues	11,845	30,402	40,319	(274,384 )	(191,818 )
Segment Expenses					
Compensation and Benefits					
Cash Compensation and Benefits	38,965	16,690	8,858	23,167	87,680
Realized Performance Income Compensation	106,116	353	—	—	106,469
Unrealized Performance Income Compensation	(156,874 )	(13,747 )	—	—	(170,621 )
Total Compensation and Benefits	(11,793 )	3,296	8,858	23,167	23,528
Occupancy and Related Charges	8,417	2,424	670	4,209	15,720
Other Operating Expenses	30,422	7,458	3,461	10,740	52,081
Total Segment Expenses	27,046	13,178	12,989	38,116	91,329
Income (Loss) attributable to noncontrolling interests	250	305	2,347	—	2,902
Economic Net Income (Loss)	\$(15,451 )	\$ 16,919	\$ 24,983	\$(312,500 )	\$(286,049 )
Total Assets	\$ 1,848,332	\$ 575,878	\$ 418,701	\$ 10,905,888	\$ 13,748,799

Table of Contents

	As of and for the Nine Months Ended September 30, 2016				
	Private Markets	Public Markets	Capital Markets	Principal Activities	Total Reportable Segments
Segment Revenues					
Management, Monitoring and Transaction Fees, Net					
Management Fees	\$354,376	\$245,349	\$—	\$—	\$599,725
Monitoring Fees	52,126	—	—	—	52,126
Transaction Fees	114,021	17,768	144,214	—	276,003
Fee Credits	(93,042)	(16,230)	—	—	(109,272)
Total Management, Monitoring and Transaction Fees, Net	427,481	246,887	144,214	—	818,582
Performance Income (Loss)					
Realized Incentive Fees	—	9,897	—	—	9,897
Realized Carried Interest	749,194	3,838	—	—	753,032
Unrealized Carried Interest	(131,386)	(3,370)	—	—	(134,756)
Total Performance Income (Loss)	617,808	10,365	—	—	628,173
Investment Income (Loss)					
Net Realized Gains (Losses)	—	—	—	370,594	370,594
Net Unrealized Gains (Losses)	—	—	—	(725,699)	(725,699)
Total Realized and Unrealized Interest Income and Dividends	—	—	—	253,756	253,756
Interest Expense	—	—	—	(144,497)	(144,497)
Net Interest and Dividends	—	—	—	109,259	109,259
Total Investment Income (Loss)	—	—	—	(245,846)	(245,846)
Total Segment Revenues	1,045,289	257,252	144,214	(245,846)	1,200,909
Segment Expenses					
Compensation and Benefits					
Cash Compensation and Benefits	142,500	61,193	23,374	72,689	299,756
Realized Performance Income Compensation	317,178	5,493	—	—	322,671
Unrealized Performance Income Compensation	(47,377)	(1,347)	—	—	(48,724)
Total Compensation and Benefits	412,301	65,339	23,374	72,689	573,703
Occupancy and Related Charges	27,212	7,252	1,901	11,121	47,486
Other Operating Expenses	95,166	28,102	10,870	32,404	166,542
Total Segment Expenses	534,679	100,693	36,145	116,214	787,731
Income (Loss) attributable to noncontrolling interests	—	—	2,002	—	2,002
Economic Net Income (Loss)	\$510,610	\$156,559	\$106,067	\$(362,060)	\$411,176
Total Assets	\$1,835,166	\$1,179,955	\$403,609	\$10,119,919	\$13,538,649



Table of Contents

	As of and for the Nine Months Ended September 30, 2015				
	Private Markets	Public Markets	Capital Markets	Principal Activities	Total Reportable Segments
Segment Revenues					
Management, Monitoring and Transaction Fees, Net					
Management Fees	\$342,872	\$194,089	\$—	\$—	\$536,961
Monitoring Fees	170,515	—	—	—	170,515
Transaction Fees	104,652	20,689	132,333	—	257,674
Fee Credits	(143,458)	(16,787)	—	—	(160,245)
Total Management, Monitoring and Transaction Fees, Net	474,581	197,991	132,333	—	804,905
Performance Income (Loss)					
Realized Incentive Fees	—	12,438	—	—	12,438
Realized Carried Interest	810,990	8,953	—	—	819,943
Unrealized Carried Interest	45,190	5,967	—	—	51,157
Total Performance Income (Loss)	856,180	27,358	—	—	883,538
Investment Income (Loss)					
Net Realized Gains (Losses)	—	—	—	418,366	418,366
Net Unrealized Gains (Losses)	—	—	—	(263,197)	(263,197)
Total Realized and Unrealized	—	—	—	155,169	155,169
Interest Income and Dividends	—	—	—	325,629	325,629
Interest Expense	—	—	—	(150,911)	(150,911)
Net Interest and Dividends	—	—	—	174,718	174,718
Total Investment Income (Loss)	—	—	—	329,887	329,887
Total Segment Revenues	1,330,761	225,349	132,333	329,887	2,018,330
Segment Expenses					
Compensation and Benefits					
Cash Compensation and Benefits	135,363	49,985	27,749	75,859	288,956
Realized Performance Income Compensation	324,396	8,556	—	—	332,952
Unrealized Performance Income Compensation	19,190	2,386	—	—	21,576
Total Compensation and Benefits	478,949	60,927	27,749	75,859	643,484
Occupancy and Related Charges	24,553	7,209	1,952	12,277	45,991
Other Operating Expenses	87,902	30,004	10,540	36,194	164,640
Total Segment Expenses	591,404	98,140	40,241	124,330	854,115
Income (Loss) attributable to noncontrolling interests	1,112	958	8,837	—	10,907
Economic Net Income (Loss)	\$738,245	\$126,251	\$83,255	\$205,557	\$1,153,308
Total Assets	\$1,848,332	\$575,878	\$418,701	\$10,905,888	\$13,748,799





Table of Contents

The following tables reconcile KKR's total reportable segments to the most directly comparable financial measures calculated and presented in accordance with GAAP:

## Fees

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Total Segment Revenues	\$1,031,537	\$(191,818)	\$1,200,909	\$2,018,330
Management fees relating to consolidated funds and other entities	(49,017 )	(131,581 )	(131,335 )	(387,020 )
Fee credits relating to consolidated funds	417	21,212	2,766	147,899
Net realized and unrealized carried interest - consolidated funds	(5,956 )	163,202	(15,581 )	(871,100 )
Total investment income (loss)	(330,497 )	274,384	245,846	(329,887 )
Revenue earned by oil & gas producing entities	16,191	29,620	47,977	90,264
Reimbursable expenses	12,064	14,390	46,583	41,710
Other	12,317	9,217	29,453	25,649
Fees and Other	\$687,056	\$188,626	\$1,426,618	\$735,845

## Expenses

	Three Months		Nine Months Ended	
	Ended September 30,		September 30,	
	2016	2015	2016	2015
Total Segment Expenses	\$361,511	\$91,329	\$787,731	\$854,115
Equity based compensation	61,552	67,821	186,032	213,849
Reimbursable expenses	18,255	18,064	72,887	64,470
Operating expenses relating to consolidated funds, CFEs and other entities	20,141	15,901	85,093	37,953
Expenses incurred by oil & gas producing entities	17,782	60,224	56,000	107,355
Intangible amortization, acquisition, and litigation	22,112	12,726	35,640	34,248
Other	9,764	10,855	19,275	34,140
Total Expenses	\$511,117	\$276,920	\$1,242,658	\$1,346,130

## Net Income (Loss) Attributable to KKR &amp; Co. L.P. Common Unitholders

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Economic net income (loss)	\$669,266	\$(286,049)	\$411,176	\$1,153,308
Income tax	(10,826 )	7,390	(18,761 )	(39,295 )
Amortization of intangibles and other, net (1)	48,299	(10,186 )	10,273	(45,306 )
Equity based compensation	(61,552 )	(67,821 )	(186,032 )	(213,849 )
Net income (loss) attributable to noncontrolling interests held by KKR Holdings	(284,834 )	166,078	(86,659 )	(398,633 )
Preferred Unit Distributions	(8,201 )	—	(13,894 )	—
Net income (loss) Attributable to KKR & Co. L.P. Common Unitholders	\$352,152	\$(190,588)	\$116,103	\$456,225

(1) Other primarily represents the statement of operations impact of the accounting convention differences for (i) direct interests in oil & natural gas properties outside of investment funds and (ii) certain interests in consolidated CLOs and other entities. On a segment basis, direct interests in oil & natural gas properties outside of investment funds are carried at fair value with changes in fair value recorded in Economic Net Income (Loss) and certain interests in consolidated CLOs and other entities are carried at cost. See Note 2 "Summary of Significant Accounting Policies" for the GAAP accounting for these direct interests in oil and natural gas producing properties outside investment funds and interests in consolidated CLOs and other entities.

58

---

Table of Contents

## Assets

	September 30, 2016	September 30, 2015
Total Segment Assets	\$13,538,649	\$13,748,799
Impact of Consolidation of Investment Vehicles and Other Entities <sup>(1)</sup>	23,013,503	53,902,049
Carry Pool Reclassification from Liabilities	1,121,510	1,117,225
Impact of KKR Management Holdings Corp.	310,937	288,853
Total Assets	\$37,984,599	\$69,056,926

(1) Includes accounting basis difference for oil & natural gas properties of \$5,966 and \$47,862 as of September 30, 2016 and September 30, 2015, respectively.

The items that reconcile KKR's total reportable segments to the corresponding condensed consolidated amounts calculated and presented in accordance with GAAP for net income (loss) attributable to redeemable noncontrolling interests and income (loss) attributable to noncontrolling interests are primarily attributable to the impact of KKR Holdings L.P., KKR's consolidated funds and certain other entities.

Table of Contents

15. EQUITY

Unit Repurchase Program

On October 27, 2015, KKR announced the authorization of a program providing for the repurchase by KKR of up to \$500 million in the aggregate of its outstanding common units. Under this common unit repurchase program, common units may be repurchased from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing, manner, price and amount of any unit repurchases will be determined by KKR in its discretion and will depend on a variety of factors, including legal requirements, price and economic and market conditions. KKR expects that the program, which has no expiration date, will be in effect until the maximum approved dollar amount has been used to repurchase common units. The program does not require KKR to repurchase any specific number of common units, and the program may be suspended, extended, modified or discontinued at any time. See Condensed Consolidated Statements of Changes in Equity for the amount of common units repurchased during the nine months ended September 30, 2016.

Preferred Units

On March 17, 2016, KKR & Co. L.P. issued 13,800,000 units of 6.75% Series A Preferred Units, and on June 20, 2016, KKR issued 6,200,000 units of 6.50% Series B Preferred Units, in each case, in an underwritten public offering. The Series A Preferred Units and Series B Preferred Units trade on the NYSE under the symbols "KKR PR A" and "KKR PRA B", respectively. The terms of the preferred units are set forth in the limited partnership agreement of KKR & Co. L.P.

If declared, distributions on the preferred units are payable quarterly on March 15, June 15, September 15 and December 15 of each year, at a rate per annum equal to 6.75%, in the case of the Series A Preferred Units and 6.50% in the case of the Series B Preferred Units. Distributions on the preferred units are discretionary and non-cumulative. Holders of preferred units will only receive distributions on such units when, as and if declared by the board of directors of the general partner of KKR & Co. L.P. We have no obligation to declare or pay any distribution for any distribution period, whether or not distributions on any series of preferred units are declared or paid for any other distribution period.

Unless distributions have been declared and paid (or declared and set apart for payment) on the preferred units for a quarterly distribution period, we may not declare or pay distributions on, or repurchase, any units of KKR & Co. L.P. that are junior to the preferred units, including our common units, during such distribution period. A distribution period begins on a distribution payment date and extends to, but excludes, the next distribution payment date. See Note 19 "Subsequent Events" for a discussion of the distributions declared on the Series A and Series B Preferred Units.

If KKR & Co. L.P. dissolves, then the holders of the Series A Preferred Units and Series B Preferred Units are entitled to receive payment of a \$25.00 liquidation preference per preferred unit, plus declared and unpaid distributions, if any, to the extent that we have sufficient gross income (excluding any gross income attributable to the sale or exchange of capital assets) such that holders of such preferred units have capital account balances equal to such liquidation preference, plus declared and unpaid distributions, if any.

The Series A and Series B Preferred Units do not have a maturity date. However, the Series A Preferred Units may be redeemed at our option, in whole or in part, at any time on or after June 15, 2021, at a price of \$25.00 per Series A Preferred Unit, plus declared and unpaid distributions, if any. The Series B Preferred Units may be redeemed at our option, in whole or in part, at any time on or after September 15, 2021, at a price of \$25.00 per Series B Preferred Unit, plus declared and unpaid distributions, if any. Holders of preferred units have no right to require the redemption

of such units.

If a certain change of control event with a ratings downgrade occurs prior to June 15, 2021, the Series A Preferred Units may be redeemed at our option, in whole but not in part, upon at least 30 days' notice, within 60 days of the occurrence of such change of control event, at a price of \$25.25 per Series A Preferred Unit, plus declared and unpaid distributions, if any. If a certain change of control event with a ratings downgrade occurs prior to September 15, 2021, the Series B Preferred Units may be redeemed at our option, in whole but not in part, upon at least 30 days' notice, within 60 days of the occurrence of such change of control event, at a price of \$25.25 per Series B Preferred Unit, plus declared and unpaid distributions, if any. If such a change of control event occurs (whether before, on or after June 15, 2021, in the case of the Series A Preferred Units and September 15, 2021, in the case of the Series B Preferred Units) and we do not give such notice, the distribution rate per annum on the applicable series of preferred units will increase by 5.00%, beginning on the 31st day following such change of control event.

The Series A and Series B Preferred Units are not convertible into common units of KKR & Co. L.P. and have no voting rights, except that holders of preferred units have certain voting rights in limited circumstances relating to the election of

60

---

Table of Contents

directors following the failure to declare and pay distributions, certain amendments to the terms of the preferred units, and the creation of preferred units that are senior to the Series A Preferred Units and Series B Preferred Units.

In connection with the issuance of the preferred units, the KKR Group Partnerships issued for the benefit of KKR & Co. L.P. two series of preferred units with economic terms that mirror those of each series of preferred units.

## 16. GOODWILL AND INTANGIBLE ASSETS

## Goodwill

Goodwill from the acquisition of Prisma Capital Partners LP and its affiliates ("Prisma") represents the excess of acquisition costs over the fair value of net tangible and intangible assets acquired and is primarily attributed to synergies expected to arise after the acquisition of Prisma. The carrying value of goodwill was \$89.0 million as of September 30, 2016 and December 31, 2015, and is recorded within Other Assets on the condensed consolidated statements of financial condition. Goodwill has been allocated entirely to the Public Markets segment. As of September 30, 2016, the fair value of KKR's reporting units substantially exceeded their respective carrying values. All of the goodwill is currently expected to be deductible for tax purposes. See Note 8 "Other Assets and Accounts Payable, Accrued Expenses and Other Liabilities."

## Intangible Assets

Intangible Assets, Net consists of the following:

	September 30, 2016	December 31, 2015
Finite-Lived Intangible Assets	\$253,747	\$284,766
Accumulated Amortization (includes foreign exchange)	(111,266 )	(107,779 )
Intangible Assets, Net	\$142,481	\$176,987

Changes in Intangible Assets, Net consists of the following:

	Nine Months Ended September 30, 2016
Balance, Beginning of Period	\$176,987
Amortization Expense	(20,061 )
Write-Offs <sup>(1)</sup>	(15,416 )
Foreign Exchange	971
Balance, End of Period	\$142,481

(1) Represents the write-off of intangible assets in connection with the termination of certain management contracts.

Table of Contents

17. COMMITMENTS AND CONTINGENCIES

Debt Covenants

Borrowings of KKR contain various debt covenants. These covenants do not, in management's opinion, materially restrict KKR's operating business or investment strategies. KKR is in compliance with its debt covenants in all material respects as of September 30, 2016.

Investment Commitments

As of September 30, 2016, KKR had unfunded commitments consisting of (i) \$2,507.1 million to its active private equity and other investment vehicles and (ii) \$92.1 million in connection with commitments by KKR's capital markets business, (iii) \$128.6 million relating to Merchant Capital Solutions LLC and (iv) other investment commitments of \$98.3 million. Whether these amounts are actually funded, in whole or in part depends on the terms of such commitments, including the satisfaction or waiver of any conditions to funding.

Contingent Repayment Guarantees

The partnership documents governing KKR's carry-paying funds, including funds relating to private equity, infrastructure, energy, real estate, mezzanine, direct lending and special situations investments, generally include a "clawback" provision that, if triggered, may give rise to a contingent obligation requiring the general partner to return amounts to the fund for distribution to the fund investors at the end of the life of the fund. Under a clawback obligation, upon the liquidation of a fund, the general partner is required to return, typically on an after-tax basis, previously distributed carry to the extent that, due to the diminished performance of later investments, the aggregate amount of carry distributions received by the general partner during the term of the fund exceed the amount to which the general partner was ultimately entitled, including the effects of any performance thresholds. Excluding carried interest received by the general partners of funds that were not contributed to KKR in the acquisition of the assets and liabilities of KKR & Co. (Guernsey) L.P. (formerly known as KKR Private Equity Investors, L.P.) on October 1, 2009 (the "KPE Transaction"), as of September 30, 2016, no carried interest was subject to this clawback obligation, assuming that all applicable carry paying funds were liquidated at their September 30, 2016 fair values. Had the investments in such funds been liquidated at zero value, the clawback obligation would have been \$2,310.8 million. Carried interest is recognized in the statement of operations based on the contractual conditions set forth in the agreements governing the fund as if the fund were terminated and liquidated at the reporting date and the fund's investments were realized at the then estimated fair values. Amounts earned pursuant to carried interest are earned by the general partner of those funds to the extent that cumulative investment returns are positive and where applicable, preferred return thresholds have been met. If these investment amounts earned decrease or turn negative in subsequent periods, recognized carried interest will be reversed and to the extent that the aggregate amount of carry distributions received by the general partner during the term of the fund exceed the amount to which the general partner was ultimately entitled, a clawback obligation would be recorded. For funds that are consolidated, this clawback obligation, if any, is reflected as an increase in noncontrolling interests in the condensed consolidated statements of financial condition. For funds that are not consolidated, this clawback obligation, if any, is reflected as a reduction of KKR's investment balance as this is where carried interest is initially recorded.

Prior to the KPE Transaction in 2009, certain principals who received carried interest distributions with respect to certain private equity funds contributed to KKR had personally guaranteed, on a several basis and subject to a cap, the contingent obligations of the general partners of such private equity funds to repay amounts to fund investors pursuant to the general partners' clawback obligations. The terms of the KPE Transaction require that principals remain responsible for any clawback obligations relating to carry distributions received prior to the KPE Transaction, up to a maximum of \$223.6 million. Through investment realizations, the principals' potential exposure has been reduced to



\$148.4 million as of September 30, 2016. Using valuations as of September 30, 2016, no amounts are due with respect to the clawback obligation required to be funded by principals. Carry distributions arising subsequent to the KPE Transaction may give rise to clawback obligations that may be allocated generally to KKR and persons who participate in the carry pool. Unlike the clawback obligation, KKR will be responsible for all amounts due under a net loss sharing obligation and will indemnify principals for any personal guarantees that they have provided with respect to such amounts. In addition, guarantees of or similar arrangements relating to clawback or net loss sharing obligations in favor of third party investors in an individual investment partnership by entities KKR owns may limit distributions of carried interest more generally.

## Table of Contents

### Indemnifications

In the normal course of business, KKR enters into contracts that contain a variety of representations and warranties that provide general indemnifications and other indemnities relating to contractual performance. In addition, certain of KKR's consolidated funds and KFN have provided certain indemnities relating to environmental and other matters and has provided nonrecourse carve-out guarantees for fraud, willful misconduct and other customary wrongful acts, each in connection with the financing of certain real estate investments that KKR has made. KKR's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against KKR that have not yet occurred. However, based on experience, KKR expects the risk of material loss to be low.

### Litigation

From time to time, KKR is involved in various legal proceedings, lawsuits and claims incidental to the conduct of KKR's business. KKR's business is also subject to extensive regulation, which may result in regulatory proceedings against it.

KKR currently is and expects to continue to become, from time to time, subject to examinations, inquiries and investigations by various U.S. and non U.S. governmental and regulatory agencies, including but not limited to the U.S. Securities and Exchange Commission, or SEC, Department of Justice, state attorney generals, Financial Industry Regulatory Authority, or FINRA, and the U.K. Financial Conduct Authority. Such examinations, inquiries and investigations may result in the commencement of civil, criminal or administrative proceedings against KKR or its personnel.

Moreover, in the ordinary course of business, KKR is and can be both the defendant and the plaintiff in numerous lawsuits with respect to acquisitions, bankruptcy, insolvency and other types of proceedings. Such lawsuits may involve claims that adversely affect the value of certain investments owned by KKR's funds.

KKR establishes an accrued liability for legal proceedings only when those matters present loss contingencies that are both probable and reasonably estimable. In such cases, there may be an exposure to loss in excess of any amounts accrued. No loss contingency is recorded for matters where such losses are either not probable or reasonably estimable (or both) at the time of determination. Such matters may be subject to many uncertainties, including among others (i) the proceedings may be in early stages; (ii) damages sought may be unspecified, unsupported, unexplained or uncertain; (iii) discovery may not have been started or is incomplete; (iv) there may be uncertainty as to the outcome of pending appeals or motions; (v) there may be significant factual issues to be resolved; or (vi) there may be novel legal issues or unsettled legal theories to be presented or a large number of parties. Consequently, management is unable to estimate a range of potential loss, if any, related to these matters. In addition, loss contingencies may be, in part or in whole, subject to insurance or other payments such as contributions and/or indemnity, which may reduce any ultimate loss.

It is not possible to predict the ultimate outcome of all pending legal proceedings, and some of the matters discussed above seek or may seek potentially large and/or indeterminate amounts. As of such date, based on information known by management, management has not concluded that the final resolutions of the matters above will have a material effect upon the consolidated financial statements. However, given the potentially large and/or indeterminate amounts sought or may be sought in certain of these matters and the inherent unpredictability of investigations and litigations, it is possible that an adverse outcome in certain matters could, from time to time, have a material effect on KKR's financial results in any particular period.



Table of Contents

18. REGULATORY CAPITAL REQUIREMENTS

KKR has a registered broker-dealer subsidiary which is subject to the minimum net capital requirements of the SEC and the FINRA. Additionally, KKR entities based in London and Ireland are subject to the regulatory capital requirements of the U.K. Financial Conduct Authority and the Central Bank of Ireland, respectively. In addition, KKR has an entity based in Hong Kong which is subject to the capital requirements of the Hong Kong Securities and Futures Ordinance, an entity based in Japan subject to the capital requirements of Financial Services Authority of Japan, and two entities based in Mumbai which are subject to capital requirements of the Reserve Bank of India or RBI and the Securities and Exchange Board of India or SEBI. All of these entities have continuously operated in excess of their respective minimum regulatory capital requirements.

The regulatory capital requirements referred to above may restrict KKR's ability to withdraw capital from its registered broker-dealer entities. At September 30, 2016, approximately \$148.4 million of cash at KKR's registered broker-dealer entities may be restricted as to the payment of cash dividends and advances to KKR.

19. SUBSEQUENT EVENTS

Common Unit Distribution

A distribution of \$0.16 per KKR & Co. L.P. common unit was announced on October 25, 2016, and will be paid on November 22, 2016 to unitholders of record as of the close of business on November 4, 2016. KKR Holdings will receive its pro rata share of the distribution from the KKR Group Partnerships.

Preferred Unit Distribution

A distribution of \$0.421875 per Series A Preferred Unit has been declared and set aside for payment on December 15, 2016 to holders of record of Series A Preferred Units as of the close of business on December 1, 2016. A distribution of \$0.406250 per Series B Preferred Unit has been declared and set aside for payment on December 15, 2016 to holders of record of Series B Preferred Units as of the close of business on December 1, 2016.

KFN Redemption

On October 25, 2016, KFN announced that it will redeem all of its outstanding 8.375% Senior Notes due 2041 (the "Notes"), for cash, on November 15, 2016 in accordance with the optional redemption provisions provided in the documents governing the Notes. As of October 25, 2016, there was \$258.75 million aggregate principal amount of the Notes outstanding. The redemption price will equal 100% of the principal amount of the Notes plus unpaid interest accrued thereon to, but excluding, the redemption date, in accordance with the terms of the Notes.

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements of KKR & Co. L.P., together with its consolidated subsidiaries, and the related notes included elsewhere in this report and our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Securities and Exchange Commission on February 26, 2016 (our "Annual Report"), including the audited consolidated financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained therein. The historical condensed consolidated financial data discussed below reflects the historical results and financial position of KKR. In addition, this discussion and analysis contains forward looking statements and involves numerous risks and uncertainties, including those described under "Cautionary Note Regarding Forward-looking Statements" and "Risk Factors" in this report, our Annual Report and other quarterly reports. Actual results may differ materially from those contained in any forward looking statements.

Overview

We are a leading global investment firm that manages investments across multiple asset classes including private equity, energy, infrastructure, real estate, credit and hedge funds. We aim to generate attractive investment returns by following a patient and disciplined investment approach, employing world class people, and driving growth and value creation in the assets we manage. We invest our own capital alongside the capital we manage for fund investors and bring debt and equity investment opportunities to others through our capital markets business.

Our business offers a broad range of investment management services to our fund investors and provides capital markets services to our firm, our portfolio companies and third parties. Throughout our history, we have consistently been a leader in the private equity industry, having completed more than 280 private equity investments in portfolio companies with a total transaction value in excess of \$530 billion as of September 30, 2016. We have grown our firm by expanding our geographical presence and building businesses in areas, such as credit, special situations, hedge funds, collateralized loan obligations ("CLOs"), capital markets, infrastructure, energy and real estate. Our balance sheet has provided a significant source of capital in the growth and expansion of our business, and has allowed us to further align our interests with those of our fund investors. These efforts build on our core principles and industry expertise, allowing us to leverage the intellectual capital and synergies in our businesses, and to capitalize on a broader range of the opportunities we source. Additionally, we have increased our focus on meeting the needs of our existing fund investors and in developing relationships with new investors in our funds.

We conduct our business with offices throughout the world, providing us with a pre-eminent global platform for sourcing transactions, raising capital and carrying out capital markets activities. Our growth has been driven by value that we have created through our operationally focused investment approach, the expansion of our existing businesses, our entry into new lines of business, innovation in the products that we offer investors in our funds, an increased focus on providing tailored solutions to our clients and the integration of capital markets distribution activities.

As a global investment firm, we earn management, monitoring, transaction, incentive fees and carried interest for providing investment management, monitoring and other services to our funds, vehicles, CLOs, managed accounts and portfolio companies, and we generate transaction-specific income from capital markets transactions. We earn additional investment income from investing our own capital alongside that of our fund investors, from other assets on our balance sheet and from the carried interest we receive from our funds and certain of our other investment vehicles. A carried interest entitles the sponsor of a fund to a specified percentage of investment gains that are generated on third-party capital that is invested and in many cases, after a performance hurdle is achieved.

Our investment teams have deep industry knowledge and are supported by a substantial and diversified capital base, an integrated global investment platform, the expertise of operating consultants and senior advisors and a worldwide network of business relationships that provide a significant source of investment opportunities, specialized knowledge during due diligence and substantial resources for creating and realizing value for stakeholders. These teams invest capital, a substantial portion of which is of a long duration and not subject to redemption. As of September 30, 2016,

approximately 70% of our fee paying assets under management are not subject to redemption for at least 8 years from inception, providing us with significant flexibility to grow investments and select exit opportunities. We believe that these aspects of our business will help us continue to expand and grow our business and deliver strong investment performance in a variety of economic and financial conditions.

Table of Contents

Recent Developments

KFN Redemption

On October 25, 2016, KFN announced that it will redeem all of its outstanding 8.375% Senior Notes due 2041 (the “Notes”), for cash, on November 15, 2016 in accordance with the optional redemption provisions provided in the documents governing the Notes. As of October 25, 2016, there was \$258.75 million aggregate principal amount of the Notes outstanding. The redemption price will equal 100% of the principal amount of the Notes plus unpaid interest accrued thereon to, but excluding, the redemption date, in accordance with the terms of the Notes.

Business Segments

Private Markets

Through our Private Markets segment, we manage and sponsor a group of private equity funds and co-investment vehicles that invest capital for long-term appreciation, either through controlling ownership of a company or strategic minority positions. We also manage and sponsor a group of funds and co-investment vehicles that invest capital in real assets, such as infrastructure, energy and real estate. These funds, vehicles and accounts are managed by Kohlberg Kravis Roberts & Co. L.P., an SEC registered investment adviser. As of September 30, 2016, the segment had \$75.2 billion of AUM and FPAUM of \$44.0 billion, consisting of \$33.6 billion in private equity and \$10.4 billion in real assets (including infrastructure, energy and real estate) and other strategies. Prior to 2010, FPAUM in the Private Markets segment consisted entirely of private equity funds.

The table below presents information as of September 30, 2016 relating to our current private equity funds and other investment vehicles for which we have the ability to earn carried interest. This data does not reflect acquisitions or disposals of investments, changes in investment values or distributions occurring after September 30, 2016.

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Table of Contents

	Investment Period <sup>(1)</sup>		Amount (\$ in millions)			Invested	Realized	Remaining Cost <sup>(3)</sup>	Remaining Fair Value
	Commencement Date	End Date	Commitment	Uncalled Commitment <sup>(2)</sup>	Percentage Committed by General Partner				
Private Markets									
Private Equity Funds									
Americas Fund XII	(4)	(4)	\$11,993.8	\$11,993.8	88.3%	\$—	\$—	\$—	\$—
European Fund IV <sup>(5)</sup>	12/2014	12/2020	3,505.7	2,332.7	5.7%	1,179.0	—	1,179.0	1,175.0
Asian Fund II <sup>(5)</sup>	4/2013	4/2019	5,825.0	3,083.5	1.3%	3,563.2	895.0	2,707.5	4,904.0
North America Fund XI <sup>(5)</sup>	9/2012	9/2018	8,718.4	2,565.2	2.9%	7,367.9	2,733.2	5,450.8	8,563.0
China Growth Fund	11/2010	11/2016	1,010.0	252.1	1.0%	757.9	347.9	558.8	791.1
E2 Investors (Annex Fund)	8/2009	11/2013	195.8	—	4.9%	195.8	195.7	18.1	7.0
European Fund III	3/2008	3/2014	6,136.3	809.0	4.6%	5,327.3	4,822.5	3,034.8	4,628.0
Asian Fund	7/2007	4/2013	3,983.3	105.6	2.5%	3,877.7	6,565.8	1,431.3	1,824.7
2006 Fund	9/2006	9/2012	17,642.2	466.3	2.1%	17,175.9	21,355.6	6,734.1	10,275.1
European Fund II	11/2005	10/2008	5,750.8	—	2.1%	5,750.8	7,591.6	288.2	961.9
Millennium Fund	12/2002	12/2008	6,000.0	—	2.5%	6,000.0	13,112.9	471.3	793.4
Total Private Equity Funds			70,761.3	21,608.2		51,195.5	57,620.2	21,873.9	33,923.2
Co-Investment Vehicles and Other <sup>(5)</sup>	Various	Various	7,999.3	3,744.9	Various	4,400.7	2,821.1	3,153.9	4,099.5
Total Private Equity			78,760.6	25,353.1		55,596.2	60,441.3	25,027.8	38,022.7
Real Assets									
Energy Income and Growth Fund	9/2013	9/2018	1,974.2	1,013.4	12.8%	960.8	189.6	842.3	668.7
Natural Resources Fund	Various	Various	887.4	2.9	Various	884.5	96.6	809.9	222.1
	Various	Various	979.2	696.9	Various	318.5	57.1	208.4	209.2



Edgar Filing: KKR & Co. L.P. - Form 10-Q

Global Energy Opportunities <sup>(5)</sup>									
Global Infrastructure Investors <sup>(5)</sup>	9/2011	10/2014	1,040.0	76.1	4.8%	991.9	631.9	659.9	775.3
Global Infrastructure Investors II <sup>(5)</sup>	10/2014	10/2020	3,035.5	2,312.3	4.1%	734.0	15.8	725.0	750.8
Real Estate Partners Americas <sup>(5)</sup>	5/2013	12/2016	1,229.1	604.5	16.3%	880.5	507.7	624.2	688.0
Real Estate Partners Europe <sup>(5)</sup>	9/2015	6/2020	705.1	609.9	9.5%	95.2	—	95.2	103.7
Co-Investment Vehicles and Other	Various	Various	1,674.9	538.8	Various	1,136.1	438.5	1,136.1	1,472.9
Real Assets			\$11,525.4	\$5,854.8		\$6,001.5	\$1,937.2	\$5,101.0	\$4,890.7
Unallocated Commitments			631.2	631.2	Various	—	—	—	—
Private Markets Total			\$90,917.2	\$31,839.1		\$61,597.7	\$62,378.5	\$30,128.8	\$42,913.4

The commencement date represents the date on which the general partner of the applicable fund commenced investment of the fund's capital or the date of the first closing. The end date represents the earlier of (i) the date on (1) which the general partner of the applicable fund was or will be required by the fund's governing agreement to cease making investments on behalf of the fund, unless extended by a vote of the fund investors or (ii) the date on which the last investment was made.

The commitment represents the aggregate capital commitments to the fund, including capital commitments by (2) third-party fund investors and the general partner. Foreign currency commitments have been converted into U.S. dollars based on (i) the foreign exchange rate at the date of purchase for each investment and (ii) the exchange rate that prevailed on September 30, 2016, in the case of uncalled commitments.

The remaining cost represents the initial investment of the general partner and limited partners, with the limited (3) partners' investment reduced for any return of capital and realized gains from which the general partner did not receive a carried interest.

(4) The commencement date for Americas Fund XII will be upon the end date of North America Fund XI. The end date for Americas Fund XII will be up to six years from the commencement date.

(5) The "Invested" and "Realized" columns include the amounts of any realized investments that restored the unused capital commitments of the fund investors.

The tables below present information as of September 30, 2016 relating to the historical performance of certain of our Private Markets investment vehicles since inception, which we believe illustrates the benefits of our investment approach. The information presented under Total Investments includes all of the investments made by the specified investment vehicle, while the information presented under Realized/Partially Realized Investments includes only those investments that have been disposed of or have otherwise generated disposition proceeds or current income including dividends that has been distributed by the relevant fund. This data does not reflect additional capital raised since September 30, 2016 or acquisitions or disposals of

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Table of Contents

investments, changes in investment values or distributions occurring after that date. Past performance is no guarantee of future results.

Private Markets Investment Funds	Amount		Fair Value of Investments			Gross IRR <sup>(5)</sup>	Net IRR <sup>(5)</sup>	Multiple of Invested Capital <sup>(5)</sup>
	Commitment	Invested <sup>(3)</sup>	Realized <sup>(5)</sup>	Unrealized	Total Value			
(\$ in millions)								
Total Investments								
Legacy Funds <sup>(1)</sup>								
1976 Fund	\$31.4	\$31.4	\$537.2	\$—	\$537.2	39.5 %	35.5 %	17.1
1980 Fund	356.8	356.8	1,827.8	—	1,827.8	29.0 %	25.8 %	5.1
1982 Fund	327.6	327.6	1,290.7	—	1,290.7	48.1 %	39.2 %	3.9
1984 Fund	1,000.0	1,000.0	5,963.5	—	5,963.5	34.5 %	28.9 %	6.0
1986 Fund	671.8	671.8	9,080.7	—	9,080.7	34.4 %	28.9 %	13.5
1987 Fund	6,129.6	6,129.6	14,949.2	—	14,949.2	12.1 %	8.9 %	2.4
1993 Fund	1,945.7	1,945.7	4,143.3	—	4,143.3	23.6 %	16.8 %	2.1
1996 Fund	6,011.6	6,011.6	12,476.9	—	12,476.9	18.0 %	13.3 %	2.1
Subtotal - Legacy Funds	16,474.5	16,474.5	50,269.3	—	50,269.3	26.1 %	19.9 %	3.1
Included Funds								
European Fund (1999) <sup>(2)</sup>	3,085.4	3,085.4	8,757.7	—	8,757.7	26.9 %	20.2 %	2.8
Millennium Fund (2002)	6,000.0	6,000.0	13,112.9	793.4	13,906.3	22.0 %	16.1 %	2.3
European Fund II (2005) <sup>(2)</sup>	5,750.8	5,750.8	7,591.6	961.9	8,553.5	6.2 %	4.5 %	1.5
2006 Fund (2006)	17,642.2	17,175.9	21,355.6	10,275.1	31,630.7	11.1 %	8.5 %	1.8
Asian Fund (2007)	3,983.3	3,877.7	6,565.8	1,824.7	8,390.5	19.1 %	13.8 %	2.2
European Fund III (2008) <sup>(2)</sup>	6,136.3	5,327.3	4,822.5	4,628.0	9,450.5	15.9 %	10.5 %	1.8
E2 Investors (Annex Fund) (2009) <sup>(2)</sup>	195.8	195.8	195.7	7.0	202.7	1.0 %	0.3 %	1.0
China Growth Fund (2010)	1,010.0	757.9	347.9	791.1	1,139.0	15.2 %	8.5 %	1.5
Natural Resources Fund (2010)	887.4	884.5	96.6	222.1	318.7	(32.9)%	(35.4)%	0.4
Global Infrastructure Investors (2011) <sup>(2)</sup>	1,040.0	991.9	631.9	775.3	1,407.2	12.5 %	10.6 %	1.4
North America Fund XI (2012)	8,718.4	7,367.9	2,733.2	8,563.0	11,296.2	25.2 %	19.0 %	1.5
Asian Fund II (2013)	5,825.0	3,563.2	895.0	4,904.0	5,799.0	37.5 %	26.4 %	1.6
Real Estate Partners Americas (2013)	1,229.1	880.5	507.7	688.0	1,195.7	22.6 %	16.8 %	1.4
Energy Income and Growth Fund (2013)	1,974.2	960.8	189.6	668.7	858.3	(8.7)%	(13.2)%	0.9
Global Infrastructure Investors II (2014) <sup>(2)(3)</sup>	3,035.5	734.0	15.8	750.8	766.6	N/A	N/A	N/A
European Fund IV (2014) <sup>(2)(3)</sup>	3,505.7	1,179.0	—	1,175.0	1,175.0	N/A	N/A	N/A
Real Estate Partners Europe (2015) <sup>(2)(3)</sup>	705.1	95.2	—	103.7	103.7	N/A	N/A	N/A
Subtotal - Included Funds	70,724.2	58,827.8	67,819.5	37,131.8	104,951.3	15.4 %	11.2 %	1.8
All Funds	\$87,198.7	\$75,302.3	\$118,088.8	\$37,131.8	\$155,220.6	25.6 %	18.8 %	2.1



Table of Contents

Private Markets Investment Funds	Amount		Fair Value of Investments			Gross IRR <sup>(5)</sup>	Net IRR <sup>(5)</sup>	Multiple of Invested Capital <sup>(5)</sup>
	Commitment	Invested <sup>(3)</sup>	Realized <sup>(5)</sup>	Unrealized	Total Value			
(\$ in millions)								
Realized/Partially Realized Investments <sup>(4)</sup>								
Legacy Funds <sup>(1)</sup>								
1976 Fund	\$31.4	\$31.4	\$537.2	\$—	\$537.2	39.5 %	35.5 %	17.1
1980 Fund	356.8	356.8	1,827.8	—	1,827.8	29.0 %	25.8 %	5.1
1982 Fund	327.6	327.6	1,290.7	—	1,290.7	48.1 %	39.2 %	3.9
1984 Fund	1,000.0	1,000.0	5,963.5	—	5,963.5	34.5 %	28.9 %	6.0
1986 Fund	671.8	671.8	9,080.7	—	9,080.7	34.4 %	28.9 %	13.5
1987 Fund	6,129.6	6,129.6	14,949.2	—	14,949.2	12.1 %	8.9 %	2.4
1993 Fund	1,945.7	1,945.7	4,143.3	—	4,143.3	23.6 %	16.8 %	2.1
1996 Fund	6,011.6	6,011.6	12,476.9	—	12,476.9	18.0 %	13.3 %	2.1
Subtotal - Legacy Funds	16,474.5	16,474.5	50,269.3	—	50,269.3	26.1 %	19.9 %	3.1
Included Funds								
European Fund (1999) <sup>(2)</sup>	3,085.4	3,085.4	8,757.7	—	8,757.7	26.9 %	20.2 %	2.8
Millennium Fund (2002)	6,000.0	5,599.4	13,112.9	634.4	13,747.3	24.7 %	19.2 %	2.5
European Fund II (2005) <sup>(2)</sup>	5,750.8	5,245.4	7,591.6	961.9	8,553.5	7.6 %	6.6 %	1.6
2006 Fund (2006)	17,642.2	11,864.5	21,355.6	6,332.6	27,688.2	15.7 %	13.6 %	2.3
Asian Fund (2007)	3,983.3	3,221.2	6,565.8	1,234.6	7,800.4	21.5 %	18.4 %	2.4
European Fund III (2008) <sup>(2)</sup>	6,136.3	2,927.8	4,822.5	1,739.1	6,561.6	22.5 %	19.1 %	2.2
E2 Investors (Annex Fund) (2009) <sup>(2)</sup>	195.8	94.8	195.7	—	195.7	19.8 %	19.8 %	2.1
China Growth Fund (2010)	1,010.0	398.3	347.9	354.6	702.5	18.6 %	17.3 %	1.8
Natural Resources Fund (2010)	887.4	884.6	96.6	222.1	318.7	(32.9) %	(35.4) %	0.4
Global Infrastructure Investors (2011) <sup>(2)</sup>	1,040.0	882.9	631.9	622.4	1,254.3	11.9 %	11.8 %	1.4
North America Fund XI (2012)	8,718.4	4,233.5	2,733.2	5,217.4	7,950.6	39.4 %	33.6 %	1.9
Asian Fund II (2013)	5,825.0	1,812.2	895.0	2,666.6	3,561.6	43.7 %	32.0 %	2.0
Real Estate Partners Americas (2013)	1,229.1	627.7	507.7	429.7	937.4	29.3 %	27.1 %	1.5
Energy Income and Growth Fund (2013)	1,974.2	960.8	189.6	668.7	858.3	(8.7) %	(13.2) %	0.9
Global Infrastructure Investors II (2014) <sup>(2)(3)(4)</sup>	3,035.5	—	—	—	—	—	—	—
European Fund IV (2014) <sup>(2)(3)(4)</sup>	3,505.7	—	—	—	—	—	—	—
Real Estate Partners Europe (2015) <sup>(2)(3)(4)</sup>	705.1	—	—	—	—	—	—	—
Subtotal - Included Funds	70,724.2	41,838.5	67,803.7	21,084.1	88,887.8	18.9 %	15.7 %	2.1
All Realized/Partially Realized Investments	\$87,198.7	\$58,313.0	\$118,073.0	\$21,084.1	\$139,157.1	25.8 %	20.7 %	2.4

(1) These funds were not contributed to KKR as part of the KPE Transaction.

(2) The capital commitments of the European Fund, European Fund II, European Fund III, E2 Investors (Annex Fund), European Fund IV, Global Infrastructure Investors, Global Infrastructure Investors II and Real Estate Partners

Europe include euro-denominated commitments of €196.5 million, €2,597.5 million, €2,882.8 million, €55.5 million, €1,626.1 million, €30.0 million, €243.8 million and €276.6 million, respectively. Such amounts have been converted into U.S. dollars based on (i) the foreign exchange rate at the date of purchase for each investment and (ii) the exchange rate prevailing on September 30, 2016 in the case of unfunded commitments.

(3) The gross IRR, net IRR and multiple of invested capital are calculated for our investment funds that have invested for at least 24 months prior to September 30, 2016. None of the Global Infrastructure Investors II, European Fund IV or Real Estate Partners Europe have invested for at least 24 months as of September 30, 2016. We therefore have not calculated gross IRRs, net IRRs and multiples of invested capital with respect to those funds.

(4) An investment is considered partially realized when it has been disposed of or has otherwise generated disposition proceeds or current income that has been distributed by the relevant fund. In periods prior to the three months ended September 30, 2015, realized proceeds excluded current income such as dividends and interest. Realizations have not been shown for those investment funds that have not invested for at least 24 months prior to September 30, 2016. We therefore have not calculated gross IRRs, net IRRs and multiples of invested capital with respect to the investments of those funds.

IRR measures the aggregate annual compounded returns generated by a fund's investments over a holding period. Net IRRs presented under Total Investments are calculated after giving effect to the allocation of realized and unrealized carried interest and the payment of any applicable management fees. Net IRRs presented under (5) Realized/Partially Realized Investments are calculated after giving effect to the allocation of realized and unrealized carried interest, but before payment of any applicable management fees as management fees are applied to funds, not investments. Gross IRRs are calculated before giving effect to the allocation of carried interest and the payment of any applicable management fees.

The multiples of invested capital measure the aggregate value generated by a fund's investments in absolute terms. Each multiple of invested capital is calculated by adding together the total realized and unrealized values of a fund's investments and dividing by the total amount of capital invested by the fund. Such amounts do not give effect to the allocation of any realized and unrealized returns on a fund's investments to the fund's general partner pursuant to a carried interest or the payment of any applicable management fees.

KKR Private Markets funds may utilize third party financing facilities to provide liquidity to such funds. In such event IRRs are calculated from the time capital contributions are due from fund investors to the time fund investors receive a related distribution from the fund, and the use of such financing facilities generally decreases the amount of invested capital that would otherwise be used to calculate IRRs and multiples of invested capital, which tends to increase IRRs and multiples when fair value grows over time and decrease IRRs and multiples when fair value decreases over time.

KKR Private

Table of Contents

Markets funds also generally provide in certain circumstances, which vary depending on the relevant fund documents, for a portion of capital returned to investors to be restored to unused commitments as recycled capital. For KKR's Private Markets funds that have a preferred return, we take into account recycled capital in the calculation of IRRs and multiples of invested capital because the calculation of the preferred return includes the effect of recycled capital. For KKR's Private Markets funds that do not have a preferred return, we do not take recycled capital into account in the calculation of IRRs and multiples of invested capital. The inclusion of recycled capital generally causes invested and realized amounts to be higher and IRRs and multiples of invested capital to be lower than had recycled capital not been included. The inclusion of recycled capital would reduce the composite net IRR of all Included Funds by 0.1% and the composite net IRR of all Legacy Funds by 0.5%, and would reduce the composite multiple of invested capital of Included Funds by less than 0.1 and the composite multiple of invested capital of Legacy Funds by 0.4.

## Public Markets

We operate and report our combined credit and hedge funds businesses through the Public Markets segment. Our credit business advises funds, CLOs, separately managed accounts, and investment companies registered under the Investment Company Act, including business development companies or BDCs, undertakings for collective investment in transferable securities or UCITS, and alternative investments funds or AIFs, which invest capital in (i) leveraged credit strategies, such as leveraged loans, high yield bonds and opportunistic credit, and (ii) alternative credit strategies such as mezzanine investments, direct lending investments, special situations investments and revolving credit investments. The funds, accounts, registered investment companies and CLOs in our leveraged credit and alternative credit strategies are managed by KKR Credit Advisors (US) LLC, which is an SEC registered investment adviser, KKR Credit Advisors (Ireland), regulated by the Central Bank of Ireland, and KKR Credit Advisors (UK), regulated by the United Kingdom Financial Conduct Authority, or FCA. KKR Credit Advisors (Ireland) and KKR Credit Advisors (UK) (formerly known collectively as Avoca Capital) were acquired by KKR on February 19, 2014. Our Public Markets segment also includes our hedge funds business. Through our hedge fund business we offer a variety of investment strategies. Through our hedge fund solutions platform we offer customized hedge fund portfolios and hedge fund of fund solutions that are managed by Prisma Capital Partners LP (KKR Prisma or Prisma), an SEC registered investment adviser. In addition our hedge fund business includes strategic partnerships consisting of minority stakes in other hedge fund managers.

We intend to continue to grow the Public Markets business by leveraging our global investment platform, experienced investment professionals and the ability to adapt our investment strategies to different market conditions to capitalize on investment opportunities that may arise at various levels of the capital structure and across market cycles.

As of September 30, 2016, this segment had \$55.9 billion of AUM, comprised of \$18.4 billion of assets managed in our leveraged credit strategies, \$15.7 billion of assets managed in our alternative credit strategies, \$20.5 billion of assets managed in our hedge fund strategies and \$1.3 billion of assets managed in other strategies. Our alternative credit investments include \$2.4 billion of assets managed in our mezzanine strategy, \$5.7 billion of assets managed in our direct lending strategy, \$7.0 billion of assets managed in our special situations strategies and \$0.6 billion of assets managed in our revolving credit strategy.

## Leveraged Credit Strategies: Inception-to-Date Annualized Gross Performance vs. Benchmark by Strategy

(\$ in millions)	Inception Date	Gross Returns	Net Returns	Benchmark (1)	Benchmark Gross Returns
Bank Loans Plus High Yield	Jul 2008	8.34 %	7.69 %	65% S&P/ LSTA, 35% BoAML HY Master II Index <sup>(2)</sup>	6.45 %
Opportunistic Credit <sup>(3)</sup>	May 2008	13.30 %	11.20 %	BoAML HY Master II Index <sup>(3)</sup>	8.13 %
Bank Loans	Apr 2011	5.28 %	4.65 %	S&P/ LSTA Loan Index <sup>(4)</sup>	4.05 %
High Yield	Apr 2011	6.84 %	6.26 %	BoAML HY Master II Index <sup>(5)</sup>	6.39 %

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Bank Loans Conservative	Apr 2011	4.89 %	4.27 %	S&P/ LSTA BB-B Loan Index <sup>(6)</sup>	4.16 %
European Leveraged Loans <sup>(7)</sup>	Sep 2009	5.88 %	5.35 %	CS Inst West European Leveraged Loan Index <sup>(8)</sup>	5.03 %
High Yield Conservative	Apr 2011	6.63 %	6.05 %	BoAML HY BB-B Constrained	6.47 %
European Credit Opportunities <sup>(7)</sup>	Sept 2007	14.90 %	13.90 %	S&P LSTA European Leveraged Loans (All Loans)	6.06 %

The Benchmarks referred to herein include the S&P/LSTA Leveraged Loan Index (the “S&P/LSTA Loan Index”), the Bank of America Merrill Lynch High Yield Master II Index (the “BoAML HY Master II Index”), the S&P European Leveraged Loan Index (the “ELLI”) and Credit Suisse Institutional Western European Leveraged Loan Index (the “CS Inst European Leveraged Loan Index”). The S&P/LSTA Loan Index is an index that comprises all loans that meet the inclusion criteria and that have marks from the LSTA/LPC mark-to-market service. The inclusion criteria consist of the following: (i) syndicated term loan instruments consisting of term loans (both amortizing and institutional), acquisition loans (after they are drawn down) and bridge loans; (ii) secured; (iii) U.S. dollar denominated; (iv) minimum term of one year at inception; and (v) minimum initial spread of LIBOR plus (1) 1.25%. The BoAML HY Master II Index is a market value weighted index of below investment grade U.S. dollar denominated corporate bonds publicly issued in the U.S. domestic market. “Yankee” bonds (debt of foreign issuers issued in the U.S. domestic market) are included in the BoAML HY Master II Index provided that the issuer is domiciled in a country having investment grade foreign currency long-term debt rating. Qualifying bonds must have maturities of one year or more, a fixed coupon schedule and minimum outstanding of US\$100 million. In addition, issuers having a credit rating lower than BBB3, but not in default, are also included. The ELLI is based upon Euro denominated facilities. The index reflects the market-weighted performance of institutional leveraged loan portfolios investing in European credits. All the index components are loans syndicated to European loan investors. The ELLI



Table of Contents

series uses real-time market weightings, spreads and interest payments. The Index was calculated monthly from January 1, 2002 to January 1, 2004; then weekly until May 2, 2013, and is currently calculated daily. The CS Inst European Leveraged Loan Index contains only institutional loan facilities priced above 90, excluding TL and TL<sub>a</sub> facilities and loans rated CC, C or are in default. It is designed to more closely reflect the investment criteria of institutional investors. While the returns of these strategies reflect the reinvestment of income and dividends, none of the indices presented in the chart above reflect such reinvestment, which has the effect of increasing the reported relative performance of these strategies as compared to the indices. Furthermore, these indices are not subject to management fees, incentive allocations or expenses.

Performance is based on a blended composite of Bank Loans Plus High Yield strategy accounts. The Benchmark (2) used for purposes of comparison for the Bank Loans Plus High Yield strategy is based on 65% S&P/LSTA Loan Index and 35% BoAML HY Master II Index.

The Opportunistic Credit strategy invests in high yield securities and corporate loans with no preset allocation. The Benchmark used for purposes of comparison for the Opportunistic Credit strategy presented herein is based on the (3) BoAML HY Master II Index. Funds within this strategy may utilize third party financing facilities to provide liquidity to such funds. In cases where financing facilities are used, the amounts drawn on the facility are deducted from the assets of the fund in the calculation of net asset value, which tends to increase returns when net asset value grows over time and decrease returns when net asset value decreases over time.

(4) Performance is based on a composite of portfolios that primarily invest in leveraged loans. The Benchmark used for purposes of comparison for the Bank Loans strategy is based on the S&P/LSTA Loan Index.

(5) Performance is based on a composite of portfolios that primarily invest in high yield securities. The Benchmark used for purposes of comparison for the High Yield strategy is based on the BoAML HY Master II Index.

Performance is based on a composite of portfolios that primarily invest in leveraged loans rated B-/Baa3 or higher. (6) The Benchmark used for purposes of comparison for the Bank Loans strategy is based on the S&P/LSTA BB/B Loan Index.

(7) The returns presented are calculated based on local currency.

Performance is based on a composite of portfolios that primarily invest in higher quality leveraged loans. The (8) Benchmark used for purposes of comparison for the European Senior Loans strategy is based on the CS Inst West European Leveraged Loan Index.

Our alternative credit strategies primarily invest in more illiquid instruments through private investment funds. The following table presents information regarding our Public Markets alternative credit funds where investors are subject to capital commitments from inception to September 30, 2016. Some of our alternative credit funds have begun investing for less than 24 months, and thus their performance is not included below. Past performance is no guarantee of future results.

## Alternative Credit Strategies: Fund Performance

Public Markets Investment Funds	Inception Date	Amount		Fair Value of Investments			Gross IRR (2)	Net IRR (2)	Multiple of Invested Capital (3)
		Commitment	Invested (1)	Realized (1)	Unrealized	Total Value			
(\$ in Millions)									
Special Situations Fund	Dec-12	\$2,274.3	\$2,112.1	\$387.6	\$2,138.0	\$2,525.6	8.4 %	7.2 %	1.2
Special Situations Fund II	Dec-14	3,347.9	907.9	—	723.8	723.8	N/A	N/A	N/A
Mezzanine Partners	Mar-10	1,022.8	886.1	737.0	469.5	1,206.5	12.7%	9.3 %	1.4
	Dec-15	514.1	—	—	11.8	11.8	N/A	N/A	N/A

Private Credit  
Opportunities  
Partners II

Lending Partners	Dec-11	460.2	407.1	225.3	286.8	512.1	8.6 %	7.2 %	1.3
Lending Partners II	Jun-14	1,335.9	1,081.1	100.9	1,116.4	1,217.3	14.7 %	14.5 %	1.1
Lending Partners Europe	Mar-15	847.6	169.5	—	196.7	196.7	N/A	N/A	N/A
Revolving Credit Partners	May-15	510.0	—	9.0	(7.4 )	1.6	N/A	N/A	N/A
All Funds		\$10,312.8	\$5,563.8	\$1,459.8	\$4,935.6	\$6,395.4			

- (1) Recycled capital is excluded from the amounts invested and realized.
- (2) KKR alternative credit funds utilize third party financing facilities to provide liquidity to such funds, and in such event IRRs are calculated from the time capital contributions are due from fund investors to the time fund investors receive a related distribution from the fund. In cases where financing facilities are used, their use generally decreases the amount of invested capital that would otherwise be used to calculate IRRs, which tends to increase IRRs when fair value grows over time and decrease IRRs when fair value decreases over time. IRRs measure the aggregate annual compounded returns generated by a fund's investments over a holding period and are calculated taking into account recycled capital. Net IRRs presented are calculated after giving effect to the allocation of realized and unrealized carried interest and the payment of any applicable management fees. Gross IRRs are calculated before giving effect to the allocation of carried interest and the payment of any applicable management fees.
- (3) The multiples of invested capital measure the aggregate value generated by a fund's investments in absolute terms. Each multiple of invested capital is calculated by adding together the total realized and unrealized values of a fund's investments and dividing by the total amount of capital invested by the fund. In cases where financing facilities are used, their use generally decreases the amount of invested capital that would otherwise be used to calculate multiples of invested capital, which tends to increase multiples when fair value grows over time and decrease multiples when fair value decreases over time. Such amounts do not give effect to the allocation of any realized and unrealized returns on a fund's investments to the fund's general partner pursuant to a carried interest or the payment of any applicable management fees and are calculated without taking into account recycled capital.

Table of Contents

For the period beginning in June 2004 through September 30, 2016, our hedge fund-of-funds low volatility strategy, which consists of the majority of our hedge fund-of-funds AUM and FPAUM, generated a gross annualized return of 6.4%. Within our hedge funds business, as of September 30, 2016, our hedge fund solutions platform accounted for \$10.6 billion of AUM and our strategic partnerships with other hedge fund managers accounted for \$9.9 billion of AUM.

The table below presents information as of September 30, 2016 relating to our Public Markets vehicles:

(\$ in millions)	AUM	FPAUM	Typical Management Fee Rate	Incentive Fee / Carried Interest	Preferred Return	Duration of Capital
<b>Leveraged Credit:</b>						
Leveraged Credit SMAs/Funds	\$8,196	\$7,865	0.35%-1.50%	Various <sup>(1)</sup>	Various <sup>(1)</sup>	Subject to redemptions
CLO's	8,725	8,403	0.40%-0.50%	Various <sup>(1)</sup>	Various <sup>(1)</sup>	10-14 Years <sup>(2)</sup>
Total Leveraged Credit	16,921	16,268				
Alternative Credit <sup>(3)</sup>	14,208	8,561	0.50%-1.75% <sup>(4)</sup>	10.00-20.00%	7.00-12.00%	8-15 Years <sup>(2)</sup>
Hedge Funds <sup>(5)</sup>	20,543	20,067	0.50%-2.00%	Various <sup>(1)</sup>	Various <sup>(1)</sup>	Subject to redemptions
Corporate Capital Trust <sup>(6)</sup>	4,248	4,248	1.00%	10.00%	7.00%	7 years
Total	\$55,920	\$49,144				

Certain funds and CLOs are subject to a performance fee in which the manager or general partner of the funds share in up to 20% (in the majority of our hedge fund solutions business, up to 10%) of the net profits earned by investors in excess of performance hurdles (generally tied to a benchmark or index) and subject to a provision requiring the funds and vehicles to regain prior losses before any performance fee is earned.

Duration of capital is measured from inception. Inception dates for CLOs were between 2004 and 2015 and for separately managed accounts and funds investing in alternative credit strategies from 2009 through 2015.

AUM and FPAUM include all assets invested by vehicles that principally invest in alternative credit strategies and consequently may include a certain amount of assets, currently less than \$1.0 billion, invested in other strategies.

Our alternative credit funds generally have investment periods of 3 to 5 years and our newer alternative credit funds generally earn fees on invested capital during the investment period.

Lower fees on uninvested capital in certain vehicles.

Hedge Funds includes KKR's hedge fund solutions platform and KKR's pro rata portion of AUM and FPAUM of strategic partnerships, which consist of minority stakes in other hedge fund managers.

Corporate Capital Trust (CCT) is a BDC sub-advised by KKR. On or before December 2018, the CCT Board of Directors is required to consider liquidity options for shareholders which could have a range of outcomes from a public listing to asset liquidation which could affect our AUM and FPAUM. This vehicle invests in both leveraged credit and alternative credit strategies.

### Capital Markets

Our Capital Markets segment is comprised primarily of our global capital markets business. Our capital markets business supports our firm, our portfolio companies and third-party clients by developing and implementing both traditional and non-traditional capital solutions for investments or companies seeking financing. These services include arranging debt and equity financing for transactions, placing and underwriting securities offerings and providing other types of capital markets services. When we underwrite an offering of securities or a loan on a firm commitment basis, we commit to buy and sell an issue of securities or indebtedness and generate revenue by purchasing the securities or indebtedness at a discount or for a fee. When we act in an agency capacity, we generate

revenue for arranging financing or placing securities or debt with capital markets investors. We may also provide issuers with capital markets advice on security selection, access to markets, marketing considerations, securities pricing, and other aspects of capital markets transactions in exchange for a fee. KKR Capital Markets LLC is an SEC-registered broker-dealer and a FINRA member, and we are also registered or authorized to carry out certain broker-dealer activities in various countries in North America, Europe, Asia-Pacific and the Middle East. Our third party capital markets activities are generally carried out through Merchant Capital Solutions LLC, a joint venture with one other unaffiliated partner, and non-bank financial companies, or NBFCs, in India.

Table of Contents

Principal Activities

Through our Principal Activities segment, we manage the firm's own assets and deploy capital to support and grow our businesses. We use our Principal Activities assets to support our investment management and capital markets businesses. Typically, the funds in our Private Markets and Public Markets businesses contractually require us, as general partner of the funds, to make sizable capital commitments from time to time. We believe our general partner commitments are indicative of the conviction we have in a given fund's strategy, which assists us in raising new funds from limited partners. We also deploy Principal Activities assets in order to help establish a track record for fundraising purposes in new strategies. We may also use our own capital to seed investments for new funds, to bridge capital selectively for our funds' investments or finance strategic acquisitions and partnerships, although the financial results of an acquired business or strategic partnership may be reported in our other segments.

Our Principal Activities assets also provide the required capital to fund the various commitments of our Capital Markets business when underwriting or syndicating securities, or when providing term loan commitments for transactions involving our portfolio companies and for third parties. Our Principal Activities assets also may be utilized to satisfy regulatory requirements for our Capital Markets business and risk retention requirements for our CLO business.

We also make opportunistic investments through our Principal Activities segment, which include co-investments alongside our Private Markets and Public Markets funds, as well as make Principal Activities investments that do not involve our Private Markets or Public Markets funds.

We endeavor to use our balance sheet strategically and opportunistically to generate an attractive risk-adjusted return on equity in a manner that is consistent with our fiduciary duties and in compliance with applicable laws.

The chart below presents the holdings of our Principal Activities segment by asset class as of September 30, 2016.

(1) General partner commitments in our funds are included in the various asset classes shown above. Assets and revenues of other asset managers with which KKR has formed strategic partnerships where KKR does not hold more than 50% ownership interest are not included in our Principal Activities business but are reported in the financial results of our other segments. Private Equity and Other Equity includes KKR private equity funds, co-investments alongside such KKR sponsored private equity funds and other opportunistic investments. However, equity investments in other asset classes, such as real estate, special situations and energy appear in these other asset classes. Other Credit consists of liquid credit and specialty finance strategies.

Table of Contents

## Business Environment

## Market Conditions

**Global Economic Conditions.** As a global investment firm, we are affected by financial and economic conditions globally. Global and regional economic conditions have a substantial impact on our financial condition and results of operations, impacting the values of the investments we make, our ability to exit these investments profitably and our ability to make new investments. According to Bloomberg as of October 2016, real GDP in the U.S. is estimated to have increased at a seasonally adjusted annualized rate of 2.7% quarter over quarter in the third quarter of 2016 following an increase of 1.4% in the second quarter of 2016. According to the Bureau of Labor Statistics, the U.S. unemployment rate was 5.0% as of September 30, 2016, up slightly from 4.9% as of June 30, 2016. For the quarter ended September 30, 2016, Bloomberg estimates suggest that Euro Area real GDP growth was 0.3% on a quarter-over-quarter basis, compared to actual quarter-over-quarter growth of 0.3% in the second quarter of 2016. On June 23, 2016, the United Kingdom held a referendum in which voters approved an exit from the European Union, commonly referred to as “Brexit.” The referendum has resulted in significant volatility in global stock markets and currency exchange rate fluctuations that resulted in the depreciation of many foreign currencies against the U.S. dollar. In addition, continuing controversy and uncertainty surrounding key issues such as immigration, austerity, and globalization and risk of countries exiting the European Union continue to impair economic growth in the region and lead to financial market volatility. The United Kingdom's decision to withdraw from the European Union and the European Union's inability to resolve other key issues could have adverse repercussions across financial markets, which could adversely affect valuations of our investments. On a quarter-over-quarter, seasonally adjusted basis, China's National Bureau of Statistics indicated that real GDP grew 1.8% in the third quarter of 2016, slightly less than the 1.9% reported for the second quarter of 2016. Any future slowdown in China's growth could adversely impact the value of our investments in China. Furthermore, slowing Chinese growth could create dislocations in the global economy, particularly in other emerging markets where weaker Chinese demand for imported commodities and finished goods could impact economic growth. In addition, the sharp correction and high volatility in China's stock market coupled with the devaluation of the Chinese yuan may adversely impact the value of our investments in China and make it more difficult to access capital in those markets. For a further discussion of how market conditions may affect our businesses, see “Risk Factors- Risks Related to Our Business - Difficult market conditions can adversely affect our business in many ways, including by reducing the value or performance of the investments that we manage or by reducing the ability of our funds to raise or deploy capital, each of which could negatively impact our net income and cash flow and adversely affect our financial condition,” in our quarterly report for the quarter ended June 30, 2016, and our Annual Report.

**Global Equity and Credit Markets.** Global equity and debt markets have a substantial effect on our financial condition and results of operations. In general, a climate of reasonable interest rates and high levels of liquidity in the debt and equity capital markets provide a positive environment for us to generate attractive investment returns in our funds that generate carry. Periods of volatility and dislocation in the capital markets present substantial risks, but also can present us with opportunities to invest at reduced valuations that position us for future growth.

Many of our investments are in equities, so a change in global equity prices or in market volatility directly impacts the value of our investments and our profitability as well as our ability to realize investment gains and the receptiveness of fund investors to our investment products. For the quarter ended September 30, 2016, global equity markets were positive, with the S&P 500 Index up 3.9% and the MSCI World Index up 5.0% on a total return basis including dividends. Equity market volatility as evidenced by the Chicago Board Options Exchange Market Volatility Index, or the VIX, a measure of volatility, ended at 13.3 as of September 30, 2016, decreasing from 15.6 as of June 30, 2016. For a further discussion of our valuation methods, see “Risk Factors-Risks Related to the Assets We Manage - Our investments are impacted by various economic conditions that are difficult to quantify or predict, and may have a significant impact on the valuation of our investments and, therefore, on the investment income we realize and our financial condition and results of operations” in our Annual Report and “-Critical Accounting Policies-Fair Value

Measurements-Level III Valuation Methodologies” in this report.

Many of our investments are also in credit instruments, and our funds and their portfolio companies also rely on credit financing and the ability to refinance existing debt. Consequently, any decrease in the value of credit instruments that we have invested in or any increase in the cost of credit financing reduces our returns and decreases our net income. In particular due in part to holdings of credit assets such as CLOs on our balance sheet, the performance of the credit markets has had an amplified impact on our financial results, as we directly bear the full extent of such losses. Credit markets can also impact valuations because a discounted cash flow analysis is generally used as one of the methodologies used to ascertain the fair value of our investments that do not have readily observable market prices. In addition, with respect to our credit investments, increased credit spreads lead to a reduction in the value of these investments, if not offset by hedging or other factors. Within credit markets, spreads continued to tighten during the quarter ended September 30, 2016. Low interest rates related to monetary stimulus and economic stagnation also negatively impacts expected returns on all investments, as the demand for relatively

Table of Contents

higher return assets increases and supply decreases. Higher interest rates in conjunction with slower growth or weaker currencies in some emerging market economies may cause the default risk of these countries to increase, and this could impact the operations or value of our investments that operate in these regions. Areas such as the Eurozone and Japan, which have ongoing central bank quantitative easing campaigns and comparatively low interest rates relative to the United States, could potentially endure further currency volatility and weakness relative to the U.S. dollar

The subinvestment grade credit indices rose during the quarter ended September 30, 2016, with the S&P/LSTA Leveraged Loan Index up 3.1% and the BoAML HY Master II Index up 5.5%. For the quarter ended September 30, 2016, 10-year government bond yields rose 12 basis points in the United States, one basis point in Germany, 13 basis points in Japan and fell 12 basis points in China. For further discussion of the impact of global credit markets on our financial condition and results of operations, see “Risk Factors - Risks Related to the Assets We Manage -Changes in the debt financing markets may negatively impact the ability of our investment funds, their portfolio companies and strategies pursued with our balance sheet assets to obtain attractive financing for their investments or refinance existing debt and may increase the cost of such financing if it is obtained, which could lead to lower-yielding investments and potentially decrease our net income,” “- Our investments are impacted by various economic conditions that are difficult to quantify or predict, and may have a significant impact on the valuation of our investments and, therefore, on the investment income we realize and our financial condition and results of operations” and “- Because we hold interests in some of our portfolio companies both through our management of private equity funds as well as through separate investments in those funds and direct co-investments, fluctuation in the fair values of these portfolio companies may have a disproportionate impact on the investment income earned by us” in our Annual Report and “-Critical Accounting Policies-Fair Value Measurements-Level III Valuation Methodologies” in this report.

**Foreign Exchange Rates.** Foreign exchange rates have a substantial impact on the valuations of our investments that are denominated in currencies other than the U.S. dollar. Currency volatility, which has become more pronounced in recent quarters, can also affect our businesses which deal in cross border trade. The U.S. dollar has appreciated against a number of currencies over recent periods, which is likely to cause a decrease in the U.S. dollar value of our non U.S. investments to the extent unhedged and making the exports of U.S. based companies less competitive leading to a decline in revenues. While this may cause a decrease in the U.S. dollar values of our assets and portfolio companies outside the United States, we also expect it to create opportunities to invest at more attractive U.S. dollar prices in certain countries. For the quarter ended September 30, 2016, the euro rose 1.2% and the British pound fell 2.5% respectively, relative to the U.S. dollar with significant depreciation following the June 23, 2016, referendum in which voters in the United Kingdom approved an exit from the European Union. The depreciation of the British pound adversely affects the value of our pound denominated investments, to the extent unhedged and adversely affects the dollar equivalent revenues of portfolio companies with substantial pound denominated revenues. See “Risk Factors-Risks Related to Our Business - Difficult market conditions can adversely affect our business in many ways, including by reducing the value or performance of the investments that we manage or by reducing the ability of our funds to raise or deploy capital, each of which could negatively impact our net income and cash flow and adversely affect our financial condition,” in our Annual Report, as updated in our subsequent quarterly reports. In China, the potential for greater CNY depreciation remains a large source of uncertainty. The cumulative devaluation of the yuan since August 2015, which effectively makes Chinese exports cheaper and imports more expensive, may impact global trade substantially for the reasons discussed above. For additional information regarding our foreign exchange rate risk, see “Quantitative and Qualitative Disclosure About Market Risk - Exchange Rate Risk” in our Annual Report.

**Commodity Markets.** Our Private Markets portfolio contains energy real asset investments and certain of our Public Markets strategies and products, including direct lending, special situations and CLOs, have meaningful investments in the energy sector. The value of these investments are heavily influenced by the price of natural gas and oil, which have varied over the course of the year. During the quarter, the long-term price of WTI crude increased approximately 2%, while the long-term price of natural gas decreased approximately 7%. The long-term price of WTI crude oil increased from approximately \$54 per barrel to \$55 per barrel, while the long-term price of natural gas decreased from



approximately \$3.00 per mcf to \$2.80 per mcf as of June 30, 2016 and September 30, 2016, respectively. While commodity prices have increased over the course of the year, they remain low compared to recent historical levels. If they remain depressed or decline or if a decline is not offset by other factors, we would expect the value of our energy real asset investments to be adversely impacted. In addition, because we hold direct energy assets on our balance sheet, which had a fair value of \$0.6 billion as of September 30, 2016, these price movements have had an amplified impact on our financial results, as we directly bear the full extent of such losses. For additional information regarding our energy real assets, see “-Critical Accounting Policies-Fair Value Measurements-Level III Valuation Methodologies-Real Asset Investments” in this report and “Risk Factors - Risks Related to the Assets We Manage - Because we hold interests in some of our portfolio companies both through our management of private equity funds as well as through separate investments in those funds and direct co-investments, fluctuation in the fair values of these portfolio companies may have a disproportionate impact on the investment income earned by us” in our Annual Report.

## Table of Contents

### Basis of Accounting

We consolidate the financial results of the KKR Group Partnerships and their consolidated subsidiaries, which include the accounts of our investment management and capital markets companies, the general partners of unconsolidated funds and vehicles, general partners of certain funds that are consolidated and their respective consolidated funds and certain other entities including certain consolidated CLOs and commercial real estate mortgage-backed securities ("CMBS", and together with CLOs, referred to hereafter as collateralized financing entities "CFEs").

On January 1, 2016, KKR adopted ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis ("ASU 2015-02"). The adoption of ASU 2015-02 resulted in the de-consolidation of most of KKR's investment funds, but did not impact net income (loss) attributable to KKR & Co. L.P. under GAAP. KKR adopted this new guidance using the modified retrospective method. As a result, restatement of prior period results is not required and prior periods presented in this report under GAAP have not been impacted.

When an entity is consolidated, we reflect the assets, liabilities, fees, expenses, investment income, cash flows and other amounts of the consolidated entity on a gross basis (collectively, the "Accounts"). While the consolidation of a consolidated fund or entity does not have an effect on the amounts of Net Income Attributable to KKR or KKR's partners' capital that KKR reports, the consolidation does significantly impact the financial statement presentation under GAAP. This is due to the fact that the Accounts of the consolidated funds and entities are reflected on a gross basis while the allocable share of those amounts that are attributable to third parties are reflected as single line items. The single line items in which the Accounts attributable to third parties are recorded are presented as noncontrolling interests on the consolidated statements of financial condition and net income attributable to noncontrolling interests on the consolidated statements of operations. In connection with the adoption of ASU 2015-02, and the resulting de-consolidation of most of our investment funds, KKR's financial statements under GAAP no longer reflect the Accounts of most of our investment funds and also reflect a significantly lower amount of noncontrolling interests and net income attributable to noncontrolling interests. Accordingly, the amounts associated with the individual financial statement captions may be substantially less than those presented in prior periods.

For a further discussion of our consolidation policies, see "Item 1. Condensed Consolidated Financial Statements (Unaudited)--Summary of Significant Accounting Policies."

### Key Financial Measures Under GAAP

#### Fees and Other

Fees and other consist primarily of (i) transaction fees earned in connection with successful investment transactions and from capital markets activities, (ii) management and incentive fees from providing investment management services to unconsolidated funds, CLOs, other vehicles and separately managed accounts, (iii) monitoring fees from providing services to portfolio companies, (iv) carried interest allocations to general partners of unconsolidated funds, (v) revenue earned by oil and gas-producing entities that are consolidated and (vi) consulting fees earned by entities that employ non-employee operating consultants. These fees are based on the contractual terms of the governing agreements and are recognized when earned, which coincides with the period during which the related services are performed and in the case of transaction fees, upon closing of the transaction. Monitoring fees may provide for a termination payment following an initial public offering or change of control. These termination payments are recognized in the period when the related transaction closes.

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Management fees, fee credits and carried interest earned from consolidated funds are eliminated in consolidation and as such are not recorded in Fees and

Other. The economic impact of these management fees, fee credits and carried interests that are eliminated is reflected as an adjustment to noncontrolling interests and has no impact to Net Income Attributable to KKR & Co. L.P. As a result of the de-consolidation of most of our investment funds, the management fees, fee credits and carried interests associated with funds that had previously been consolidated are included in Fees and Other beginning on January 1, 2016 as such amounts are no longer eliminated.

For a further discussion of our fee policies, see "Item 1. Condensed Consolidated Financial Statements (Unaudited)--Summary of Significant Accounting Policies."

## Table of Contents

### Expenses

#### Compensation and Benefits

Compensation and benefits expense includes cash compensation consisting of salaries, bonuses, and benefits, as well as equity-based compensation consisting of charges associated with the vesting of equity-based awards and carry pool allocations. All employees and employees of certain consolidated entities receive a base salary that is paid by KKR or its consolidated entities, and is accounted for as compensation and benefits expense. These employees are also eligible to receive discretionary cash bonuses based on performance, overall profitability and other matters. While cash bonuses paid to most employees are borne by KKR and certain consolidated entities and result in customary compensation and benefits expense, cash bonuses that are paid to certain employees are currently borne by KKR Holdings. These bonuses are funded with distributions that KKR Holdings receives on KKR Group Partnership Units held by KKR Holdings but are not then passed on to holders of unvested units of KKR Holdings. The distributions to be paid by KKR are expected to decrease in 2016 and subsequent years as a result of the change in distribution policy announced on October 27, 2015. Because employees are not entitled to receive distributions on units that are unvested, any amounts allocated to employees in excess of an employee's vested equity interests are reflected as employee compensation and benefits expense. These compensation charges are recorded based on the unvested portion of quarterly earnings distributions received by KKR Holdings at the time of the distribution. See "Risks Related to Our Business - If we cannot retain and motivate our principals and other key personnel and recruit, retain and motivate new principals and other key personnel, our business, results and financial condition could be adversely affected" regarding the adequacy of such distributions to fund future discretionary cash bonuses.

With respect to KKR's investment funds that provide for carried interest or incentive fees, KKR allocates a portion of carried interest and incentive fees earned, with adjustment for certain management fees, to its carry pool for employees and non-employee operating consultants. The amount allocated to this carry pool is equal to 40% of the carried interest and incentive fees earned by the relevant funds, and, beginning with the quarter ended September 30, 2016, for investment funds that have a preferred return, also includes 40% of the management fees that would have been subject to a management fee refund. Because of the different ways management fees are refunded in preferred return and non-preferred return funds, the allocation to the carry pool of 40% of the portion of the management fees subject to refund for funds that have a preferred return is designed to allocate to the carry pool an amount comparable to the amount that would have been allocated had the fund not had a preferred return. For a discussion of how management fees are refunded for preferred return funds and non-preferred funds see "--Fair Value Measurements--Recognition of Carried Interest in the Statement of Operations".

The amounts allocated to the carry pool are accounted for as compensatory profit-sharing arrangements and recorded as compensation and benefits expense for KKR employees and general, administrative and other expense for certain non-employee consultants and service providers in the consolidated statements of operations prepared in accordance with U.S. GAAP.

#### General, Administrative and Other

General, administrative and other expense consists primarily of professional fees paid to legal advisors, accountants, advisors and consultants, insurance costs, travel and related expenses, communications and information services, depreciation and amortization charges, changes in fair value of contingent consideration, expenses incurred by oil and gas-producing entities (including impairment charges) that are consolidated and other general and operating expenses which are not borne by fund investors and are not offset by credits attributable to fund investors' noncontrolling interests in consolidated funds. General, administrative and other expense also consists of costs incurred in connection with pursuing potential investments that do not result in completed transactions, a substantial portion of which are borne by fund investors.

Investment Income (Loss)

Net Gains (Losses) from Investment Activities

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, the Net Gains (Losses) from Investment Activities attributed to third party limited partners in our investment funds that had previously been consolidated are no longer included in the statement of operations.

Net gains (losses) from investment activities consist of realized and unrealized gains and losses arising from our investment activities. A large portion of our net gains (losses) from investment activities are related to our private equity investments. Fluctuations in net gains (losses) from investment activities between reporting periods is driven primarily by

77

---

## Table of Contents

changes in the fair value of our investment portfolio as well as the realization of investments. The fair value of, as well as the ability to recognize gains from, our private equity and other investments is significantly impacted by the global financial markets, which, in turn, affects the net gains (losses) from investment activities recognized in any given period. Upon the disposition of an investment, previously recognized unrealized gains and losses are reversed and an offsetting realized gain or loss is recognized in the current period. Since our investments are carried at fair value, fluctuations between periods could be significant due to changes to the inputs to our valuation process over time. For a further discussion of our fair value measurements and fair value of investments, see "—Critical Accounting Policies—Fair Value Measurements."

### Dividend Income

Dividend income consists primarily of distributions that we and our consolidated investment funds receive from portfolio companies in which they invest. Dividend income is recognized primarily in connection with (i) dispositions of operations by portfolio companies, (ii) distributions of excess cash generated from operations from portfolio companies and (iii) other significant refinancings undertaken by portfolio companies.

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, dividends received from our investment funds that had previously been consolidated are not included in the statement of operations.

### Interest Income

Interest income consists primarily of interest that is received on our cash balances and other investments including credit instruments in which our consolidated funds and other entities invest.

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, interest income received from our investment funds that had previously been consolidated is not included in the statement of operations.

### Interest Expense

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, interest expense incurred by our investment funds that had previously been consolidated is not included in the statement of operations.

Interest expense is incurred from debt issued by KKR, including debt issued by KFN which was consolidated upon completion of the acquisition of KFN, credit facilities entered into by KKR, debt securities issued by consolidated CFEs and financing arrangements at our consolidated funds entered into primarily with the objective of managing cash flow. KFN's debt obligations are non-recourse to KKR beyond the assets of KFN. Debt securities issued by consolidated CFEs are supported solely by the investments held at the CFE and are not collateralized by assets of any other KKR entity. Our obligations under financing arrangements at our consolidated funds are generally limited to our pro-rata equity interest in such funds. Our management companies bear no obligations with respect to financing arrangements at our consolidated funds. See "—Liquidity".

### Income Taxes

The KKR Group Partnerships and certain of their subsidiaries operate in the United States as partnerships for U.S. federal income tax purposes and as corporate entities in non-U.S. jurisdictions. Accordingly, these entities, in some cases, are subject to New York City unincorporated business taxes, or non-U.S. income taxes. Furthermore, we hold our interest in one of the KKR Group Partnerships through KKR Management Holdings Corp., which is treated as a corporation for U.S. federal income tax purposes, and certain other subsidiaries of the KKR Group Partnerships are treated as corporations for U.S. federal income tax purposes. Accordingly, such subsidiaries of KKR, including KKR Management Holdings Corp., and of the KKR Group Partnerships are subject to U.S. federal, state and local corporate income taxes at the entity level and the related tax provision attributable to KKR's share of this income is reflected in the financial statements. We also generate certain interest income to our unitholders and interest deductions to KKR Management Holdings Corp.

We use the asset and liability method to account for income taxes in accordance with GAAP. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax basis using currently enacted tax rates. The effect on deferred tax assets and

## Table of Contents

liabilities of a change in tax rates is recognized in income in the period when the change is enacted. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that all or a portion of the deferred tax assets will not be realized.

Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Significant judgment is required in determining tax expense and in evaluating tax positions including evaluating uncertainties. We review our tax positions quarterly and adjust our tax balances as new information becomes available.

### Net Income (Loss) Attributable to Noncontrolling Interests

Net income (loss) attributable to noncontrolling interests represents the ownership interests that certain third parties hold in entities that are consolidated in the financial statements as well as the ownership interests in our KKR Group Partnerships that are held by KKR Holdings. The allocable share of income and expense attributable to these interests is accounted for as net income (loss) attributable to noncontrolling interests. Historically, the amount of net income (loss) attributable to noncontrolling interests has been substantial and has resulted in significant charges and credits in the statements of operations. However, as indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. As a result of this adoption, the amount of net income (loss) attributable to noncontrolling interests is expected to be significantly lower than that reported in prior periods. However, given the consolidation of certain of our investment funds and the significant ownership interests in our KKR Group Partnerships held by KKR Holdings, we expect a portion of net income (loss) will continue to be attributed to noncontrolling interests in our business.

### Segment Operating and Performance Measures

The segment key performance measures that follow are used by management in making operating and resource deployment decisions as well as assessing the overall performance of each of KKR's reportable business segments. The reportable segments for KKR's business are presented prior to giving effect to the allocation of income (loss) between KKR & Co. L.P. and KKR Holdings L.P. and as such represent the business in total. In addition, KKR's reportable segments are presented without giving effect to the consolidation of the funds or CFEs that KKR manages.

We disclose the following financial measures in this report that are calculated and presented using methodologies other than in accordance with GAAP. We believe that providing these performance measures on a supplemental basis to our GAAP results is helpful to unitholders in assessing the overall performance of KKR's businesses. These financial measures should not be considered as a substitute for similar financial measures calculated in accordance with GAAP, if available. We caution readers that these non-GAAP financial measures may differ from the calculations of other investment managers, and as a result, may not be comparable to similar measures presented by other investment managers. Reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP, where applicable, are included within "Financial Statements and Supplementary Data — Note 14. Segment Reporting" and later in this report under "—Segment Balance Sheet."

### Adjusted Units

Adjusted units are used as a measure of the total common equity ownership of KKR that is held by KKR & Co. L.P. (including equity awards issued under the KKR & Co. L.P. 2010 Equity Incentive Plan (the "Equity Incentive Plan"), but excluding preferred units), KKR Holdings and other holders of securities exchangeable into common units of KKR & Co. L.P. and represent the fully diluted common unit count using the if-converted method. We believe this measure is useful to unitholders as it provides an indication of the total common equity ownership of KKR as if all



outstanding KKR Holdings units, equity awards issued under the Equity Incentive Plan and other exchangeable securities had been exchanged for common units of KKR & Co. L.P. The Series A and Series B Preferred Units are not exchangeable for common units of KKR & Co. L.P.

#### Adjusted Units Eligible for Distribution

Adjusted units eligible for distribution represents the portion of total adjusted units that is eligible to receive a distribution. We believe this measure is useful to unitholders as it provides insight into the calculation of amounts available for distribution on a per unit basis. Adjusted units eligible for distribution is used in the calculation of after-tax distributable earnings per unit.

#### After-Tax Distributable Earnings

Table of Contents

After-tax distributable earnings is used by management as an operating measure of the earnings excluding mark-to-market gains (losses) of KKR. KKR believes this measure is useful to unitholders as it provides a supplemental measure to assess performance, excluding the impact of mark-to-market gains (losses). After-tax distributable earnings excludes certain realized investment losses to the extent unrealized losses on these investments were recognized prior to the combination with KPE on October 1, 2009. After-tax distributable earnings does not represent and is not used to calculate actual distributions under KKR's current distribution policy. This metric was formerly called after-tax cash earnings.

The following table presents our after tax distributable earnings on common units for the three and nine months ended September 30, 2016 and 2015 as described above. For a discussion of the components that drove the changes in our distributable earnings, see "—Segment Analysis."

(\$ in thousands except per unit data)	Quarter Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
<b>Revenues</b>				
Management, Monitoring and Transaction Fees, Net	\$276,561	\$ 244,888	\$818,582	\$804,905
Realized Performance Income (loss)	354,128	266,171	762,929	832,381
Realized Investment Income (loss)	193,757	110,076	479,853	593,084
Total Distributable Segment Revenues	824,446	621,135	2,061,364	2,230,370
<b>Expenses</b>				
Cash Compensation and Benefits	101,967	87,680	299,756	288,956
Realized Performance Income Compensation	159,151	106,469	322,671	332,952
Occupancy and Related Charges	15,877	15,720	47,486	45,991
Other Operating Expenses	55,123	52,081	166,542	164,640
Total Distributable Segment Expenses	332,118	261,950	836,455	832,539
Distributable Earnings Before Taxes, Noncontrolling Interests and Preferred Distributions	492,328	359,185	1,224,909	1,397,831
Less: Corporate and local income taxes paid	21,869	25,173	71,191	102,886
Less: Income attributable to segment noncontrolling interests	760	2,902	2,002	10,907
Less: Preferred Distributions	8,201	—	13,894	—
After-tax Distributable Earnings	\$461,498	\$ 331,110	\$1,137,822	\$1,284,038
Per Adjusted Unit Eligible for Distribution	\$0.57	\$ 0.40	\$1.41	\$1.57
Adjusted Units Eligible for Distribution	806,727,198	820,963,035		

Subsequent to September 30, 2016, we expect to write-off our investment in Samson Resources when our losses become realized. Since this investment has already been written down to zero value in periods prior to September 30, 2016, this write-off is not expected to have a significant impact on our economic net income in future periods. However, when our losses become realized, this write-off is expected to reduce our after-tax distributable earnings by approximately \$250 million.

Assets Under Management ("AUM")

Assets under management ("AUM") represent the assets managed by KKR or by its strategic partners from which KKR is entitled to receive fees or a carried interest (either currently or upon deployment of capital) and general partner capital. We believe this measure is useful to unitholders as it provides additional insight into KKR's capital raising activities and the overall activity in its investment funds and strategic partnerships. KKR calculates the amount of AUM as of any date as the sum of: (i) the fair value of the investments of KKR's investment funds; (ii) uncalled capital commitments from these funds, including

80

---

## Table of Contents

uncalled capital commitments from which KKR is currently not earning management fees or carried interest; (iii) the fair value of investments in KKR's co-investment vehicles; (iv) the par value of outstanding CLOs (excluding CLOs wholly-owned by KKR); (v) KKR's pro-rata portion of the AUM managed by strategic partnerships in which KKR holds a minority ownership interest and (vi) the fair value of other assets managed by KKR. The pro-rata portion of the AUM managed by strategic partnerships is calculated based on KKR's percentage ownership interest in such entities multiplied by such entity's respective AUM. KKR's definition of AUM is not based on any definition of AUM that may be set forth in the agreements governing the investment funds, vehicles or accounts that it manages or calculated pursuant to any regulatory definitions.

### Book Value

Book value is a measure of the net assets of KKR's reportable segments and is used by management primarily in assessing the unrealized value of KKR's investment portfolio, including carried interest. We believe this measure is useful to unitholders as it provides additional insight into the assets and liabilities of KKR excluding the assets and liabilities that are allocated to noncontrolling interest holders and to the holders of the Series A and Series B Preferred Units.

### Capital Invested

Capital invested is the aggregate amount of capital that has been invested by KKR's investment vehicles and is used as a measure of investment activity for KKR and its business segments during a given period. We believe this measure is useful to unitholders as it provides insight into KKR's investments among its investment vehicles. Such amounts consist of capital invested by KKR's investment vehicles, including investments made using investment financing arrangements like credit facilities. Capital invested excludes investments in liquid credit strategies.

### Economic net income (loss) ("ENI")

Economic net income (loss) ("ENI") is a measure of profitability for KKR's reportable segments and is used by management as an alternative measurement of the operating and investment earnings of KKR and its business segments. We believe this measure is useful to unitholders as it provides additional insight into the overall profitability of KKR's businesses inclusive of carried interest and related carry pool allocations and investment income. ENI is comprised of total segment revenues less total segment expenses and certain economic interests in KKR's segments held by third parties.

### Fee Paying AUM ("FPAUM")

Fee paying AUM ("FPAUM") represents only those assets under management of KKR or its strategic partners from which KKR receives management fees. We believe this measure is useful to unitholders as it provides additional insight into the capital base upon which KKR earns management fees. FPAUM is the sum of all of the individual fee bases that are used to calculate KKR's fees and differs from AUM in the following respects: (i) assets and commitments from which KKR does not receive a fee are excluded (i.e., assets and commitments with respect to which it receives only carried interest or is otherwise not currently receiving a fee) and (ii) certain assets, primarily in its private equity funds, are reflected based on capital commitments and invested capital as opposed to fair value because fees are not impacted by changes in the fair value of underlying investments.

### Fee Related Earnings ("FRE")

Fee related earnings ("FRE") is a measure of the operating earnings of KKR and its business segments before performance income, related performance income compensation and investment income. KKR believes this measure

may be useful to unitholders as it provides additional insight into the operating profitability of KKR's fee generating management companies and capital markets businesses.

#### Outstanding Adjusted Units

Outstanding adjusted units represents the portion of total adjusted units that would receive assets of KKR if it were to be liquidated as of a particular date. Outstanding adjusted units is used to calculate book value per outstanding adjusted unit, which we believe is useful to unitholders as it provides a measure of net assets of KKR's reportable segments on a per unit basis.

#### Syndicated Capital

Table of Contents

Syndicated capital is generally the aggregate amount of capital in transactions originated by KKR and its investment funds and carry-yielding co-investment vehicles, which has been distributed to third parties in exchange for a fee. It does not include (i) capital invested in such transactions by KKR investment funds and carry-yielding co-investment vehicles, which is instead reported in capital invested and (ii) debt capital that is arranged as part of the acquisition financing of transactions originated by KKR investment funds. Syndicated capital is used as a measure of investment activity for KKR and its business segments during a given period, and we believe that this measure is useful to unitholders as it provides additional insight into levels of syndication activity in KKR's Capital Markets segment and across its investment platform.

## Uncalled Commitments

Uncalled commitments are used as a measure of unfunded capital commitments that KKR's investment funds and carry-paying co-investment vehicles have received from partners to contribute capital to fund future investments. We believe this measure is useful to unitholders as it provides additional insight into the amount of capital that is available to KKR's investment funds to make future investments. Uncalled commitments are not reduced for investments completed using fund-level investment financing arrangements.

A reconciliation of Net Income (Loss) Attributable to KKR & Co. L.P. Common Unitholders on a GAAP basis to ENI, FRE and After-tax Distributable Earnings is provided below.

(\$ in thousands)	Quarter Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net Income (Loss) Attributable to KKR & Co. L.P. Common Unitholders	\$352,152	\$(190,588)	\$116,103	\$456,225
Plus: Preferred Distributions	8,201	—	13,894	—
Plus: Net income (loss) attributable to noncontrolling interests held by KKR Holdings L.P.	284,834	(166,078)	86,659	398,633
Plus: Non-cash equity-based charges	61,552	67,821	186,032	213,849
Plus: Amortization of intangibles and other, net	(48,299)	10,186	(10,273)	45,306
Plus: Income tax (benefit)	10,826	(7,390)	18,761	39,295
Economic Net Income (Loss)	669,266	(286,049)	411,176	1,153,308
Plus: Income attributable to segment noncontrolling interests	760	2,902	2,002	10,907
Less: Total investment income (loss)	330,497	(274,384)	(245,846)	329,887
Less: Net performance income (loss)	235,935	(98,170)	354,226	529,010
Plus: Expenses of Principal Activities Segment	38,659	38,116	116,214	124,330
Fee Related Earnings	142,253	127,523	421,012	429,648
Plus: Net interest and dividends	23,679	48,637	109,259	174,718
Less: Expenses of Principal Activities Segment	38,659	38,116	116,214	124,330
Plus: Realized performance income (loss), net	194,977	159,702	440,258	499,429
Plus: Net realized gains (losses)	170,078	61,439	370,594	418,366
Less: Corporate and local income taxes paid	21,869	25,173	71,191	102,886
Less: Preferred Distributions	8,201	—	13,894	—
Less: Income attributable to segment noncontrolling interests	760	2,902	2,002	10,907
After-tax Distributable Earnings	\$461,498	\$331,110	\$1,137,822	\$1,284,038

Table of Contents

## Unaudited Condensed Consolidated Results of Operations

The following is a discussion of our condensed consolidated results of operations for the three and nine months ended September 30, 2016 and 2015. You should read this discussion in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this report. For a more detailed discussion of the factors that affected the results of operations of our three business segments in these periods, see “—Segment Analysis.” On January 1, 2016, KKR adopted ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis (“ASU 2015-02”). The adoption of ASU 2015-02 resulted in the de-consolidation of most of KKR’s investment funds, but did not impact net income (loss) attributable to KKR & Co. L.P. KKR adopted this new guidance using the modified retrospective method. As a result, restatement of prior period results is not required and prior periods presented below have not been impacted.

Three months ended September 30, 2016 compared to three months ended September 30, 2015

	Three Months Ended		Change
	September 30, 2016	September 30, 2015	
	(\$ in thousands)		
Revenues			
Fees and Other	\$687,056	\$188,626	\$498,430
Expenses			
Compensation and Benefits	358,161	96,959	261,202
Occupancy and Related Charges	16,405	16,484	(79 )
General, Administrative and Other	136,551	163,477	(26,926 )
Total Expenses	511,117	276,920	234,197
Investment Income (Loss)			
Net Gains (Losses) from Investment Activities	735,144	(1,555,681)	2,290,825
Dividend Income	73,105	270,759	(197,654 )
Interest Income	256,505	299,485	(42,980 )
Interest Expense	(255,105 )	(151,554 )	(103,551 )
Total Investment Income (Loss)	809,649	(1,136,991)	1,946,640
Income (Loss) Before Taxes	985,588	(1,225,285)	2,210,873
Income Taxes	10,826	(7,390 )	18,216
Net Income (Loss)	974,762	(1,217,895)	2,192,657
Net Income (Loss) Attributable to Redeemable Noncontrolling Interests	3,121	(12,925 )	16,046
Net Income (Loss) Attributable to Noncontrolling Interests	611,288	(1,014,382)	1,625,670
Net Income (Loss) Attributable to KKR & Co. L.P.	\$360,353	\$(190,588)	\$550,941
Net Income Attributable to Series A Preferred Unitholders	5,822	—	5,822
Net Income Attributable to Series B Preferred Unitholders	2,379	—	2,379
Net Income (Loss) Attributable to KKR & Co. L.P. Common Unitholders	\$352,152	\$(190,588)	\$542,740





Table of Contents

## Fees and Other

For the three months ended September 30, 2016 and 2015, respectively, fees and other consisted of the following:

	Three Months Ended		Change
	September 30, 2016	September 30, 2015	
Management Fees	\$152,491	\$50,199	\$102,292
Transaction Fees	113,056	60,014	53,042
Monitoring Fees	23,367	39,915	(16,548 )
Fee Credits	(46,975 )	(2,081 )	(44,894 )
Carried Interest	414,864	—	414,864
Incentive Fees	3,800	157	3,643
Oil and Gas Revenue	16,191	29,620	(13,429 )
Consulting Fees	10,262	10,802	(540 )
Total Fees and Other	\$687,056	\$188,626	\$498,430

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. When an investment fund is consolidated, management fees, fee credits and carried interest earned from consolidated funds are eliminated in consolidation and as such are not recorded in Fees and Other. The economic impact of these management fees, fee credits and carried interests that are eliminated is reflected as an adjustment to noncontrolling interests and has no impact to Net Income Attributable to KKR & Co., L.P. As a result of the de-consolidation of most of our investment funds, the management fees, fee credits and carried interests associated with funds that had previously been consolidated are included in Fees and Other beginning on January 1, 2016 as such amounts are no longer eliminated.

The increases in carried interest and management fees and the corresponding increase in fee credits is primarily due to income from funds that are no longer consolidated as described above. Transaction fees increased primarily due to an increase in the number of transactions that generate fees and an increase in the average fee earned most notably in our Private Markets business.

The carried interest gains earned during the three months ended September 30, 2016 were due primarily to an overall increase in the value of our private equity portfolio. For a more detailed discussion of the factors that affected our Private Markets carried interest during the period, see “—Segment Analysis--Private Markets.”

These increases were partially offset by a decrease in monitoring fees primarily in our Private Markets business as discussed in greater detail in “--Segment Analysis -- Private Markets.”

## Compensation and Benefits Expense

The increase was primarily due to a higher level of carry pool allocations reflecting appreciation in the value of our private equity portfolio during the three months ended September 30, 2016 as compared to the three months ended September 30, 2015 when we had a loss in value in our investment portfolio, primarily in Private Markets.

## General Administrative and Other Expense

The decrease primarily relates to (i) a decrease in the expenses of our consolidated oil and gas producing entities due to a \$30.3 million impairment charge incurred during the three months ended September 30, 2015 while no such charge was incurred during the three months ended September 30, 2016 and (ii) a decrease in depreciation, depletion and amortization of our consolidated oil and gas producing entities caused by a lower cost basis due to previously

recorded impairments and lower production volumes compared to the prior period. These decreases were partially offset by (i) the write off of intangible assets in connection with the termination of certain management contracts and (ii) financing costs incurred relating to debt at new consolidated CLOs for which the fair value option has been elected.

Net Gains (Losses) from Investment Activities

84

---

Table of Contents

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, the Net Gains (Losses) from Investment Activities attributed to third party limited partners in our investment funds that had previously been consolidated are not included in the statement of operations.

The following is a summary of net gains (losses) from investment activities:

	Three Months Ended	
	September 30,	
	2016	2015
	(\$ in thousands)	
Private Equity Investments	\$209,855	\$(812,674 )
Credit & Other Investments	(6,689 )	(536,991 )
Investments of Consolidated CFE's	21,352	(157,386 )
Real Assets Investments	99,503	(218,646 )
Debt Obligations	174,625	75,795
Other Net Gains (Losses) from Investment Activities	236,498	94,221
Net Gains (Losses) from Investment Activities	\$735,144	\$(1,555,681)

The net gains from investment activities for the three months ended September 30, 2016 were comprised of net realized gains of \$288.6 million and net unrealized gains of \$446.5 million. For the three months ended September 30, 2016, net realized gains were comprised primarily of the net impact of (i) realized gains on sales of private equity investments held directly by KKR, including the partial sales of Walgreens Boots Alliance, Inc. (NASDAQ: WBA) and Zimmer Biomet Holdings, Inc. (NYSE: ZBH) and (ii) realized gains on debt held at consolidated CLOs. For the three months ended September 30, 2016, net unrealized gains were driven primarily by (i) mark-to-market gains in our private equity portfolio held directly by KKR which includes unrealized gains in First Data Corporation (NYSE: FDC) and (ii) mark-to-market gains in assets in our consolidated special situations and real assets funds. These unrealized gains are partially offset by the reversal of unrealized gains on the partial sales of Walgreens Boots Alliance, Inc. and Zimmer Biomet Holdings, Inc.

For the three months ended September 30, 2015, the most significant driver of the net investment losses from investment activities related to unrealized gains and losses at KKR's consolidated private equity funds as discussed in greater detail in "--Segment Analysis -- Private Markets -- Three Months Ended -- Segment Revenues -- Performance Income."

#### Dividend Income

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, dividends received from our investment funds that had previously been consolidated are not included in the statement of operations.

The decrease was primarily due to a decrease associated with investment funds no longer being consolidated in the 2016 period as a result of the adoption of ASU 2015-02. During the three months ended September 30, 2016 significant dividends received included \$36.5 million from our consolidated Special Situations funds, \$17.8 million from credit and real estate investments held directly by KKR and \$10.4 million from our consolidated real estate funds. During the three months ended September 30, 2015 we received dividends of \$123.7 million from WMF (consumer products sector), \$80.5 million from Academy Sports and Outdoors (retail sector), \$30.3 million from Wuhan Optics Valley Project (real estate sector) and an aggregate of \$36.3 million of dividends from other investments. Significant dividends from portfolio companies are generally not recurring quarterly dividends, and

while they may occur in the future, their size and frequency are variable.

#### Interest Income

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, interest income received from our investment funds that had previously been consolidated is not included in the statement of operations.

The decrease was primarily due to a decrease associated with investment funds (primarily those that are credit-oriented) no longer being consolidated in the third quarter of 2016 as a result of the adoption of ASU 2015-02. Partially offsetting this

85

---

Table of Contents

decrease was an increase in interest income primarily from new CMBS loans acquired in our real estate investment trust after September 30, 2015.

Interest Expense

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, interest expense incurred by our investment funds that had previously been consolidated is not included in the statement of operations.

The increase was primarily due to interest expense associated with certain notes issued by consolidated CLOs of KFN being called for redemption. Third party CLO subordinated note holders receive the residual interest after all other payments have been made and as a result of a paydown made in August 2016, KKR recorded interest expense of \$59.9 million. In addition, an incremental \$8.7 million of accelerated accretion of debt discounts was recorded in connection with the notes of this CLO being called for redemption. To a lesser extent the increase was due to higher interest expense in connection with new CMBS borrowings in our real estate investment trust. These increases were partially offset by a decrease associated with financing facilities at investment funds no longer being consolidated in the third quarter of 2016 as a result of the adoption of ASU 2015-02.

Income (Loss) Before Taxes

The increase was primarily due to the net gains from investment activity in the current period as compared to net losses in the prior period as well as the impact of the adoption of ASU 2015-02 on January 1, 2016 which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date.

Income Taxes

Income tax expense for the three months ended September 30, 2016 relates to income within the KKR Group Partnerships that is subject to corporate and local income taxes. The tax benefit for the three months ended September 30, 2015 was due primarily to unrealized losses during the period at investment funds within the KKR Group Partnerships that are subject to corporate taxes.

Net Income (Loss) Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests for the three months ended September 30, 2016 relates primarily to net income attributable to KKR Holdings L.P. representing its ownership interests in the KKR Group Partnerships. The change from the prior period is due primarily to noncontrolling interests attributed to third party limited partners in our investment funds that had previously been consolidated, but which are no longer included in the statement of operations effective with the adoption of ASU 2015-02 on January 1, 2016.

Net Income (Loss) Attributable to KKR & Co. L.P.

The increase for the three months ended September 30, 2016 was due primarily to carried interest gains reflecting appreciation in the value of our private equity portfolio during the three months ended September 30, 2016 as compared to carried interest losses in the prior period.

Table of Contents

Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

	Nine Months Ended		Change
	September 30, 2016	September 30, 2015	
	(\$ in thousands)		
Revenues			
Fees and Other	\$1,426,618	\$735,845	\$690,773
Expenses			
Compensation and Benefits	780,062	873,649	(93,587 )
Occupancy and Related Charges	49,159	48,388	771
General, Administrative and Other	413,437	424,093	(10,656 )
Total Expenses	1,242,658	1,346,130	(103,472 )
Investment Income (Loss)			
Net Gains (Losses) from Investment Activities	9,089	3,474,748	(3,465,659)
Dividend Income	167,987	710,130	(542,143 )
Interest Income	753,194	898,628	(145,434 )
Interest Expense	(607,812 )	(402,944 )	(204,868 )
Total Investment Income (Loss)	322,458	4,680,562	(4,358,104)
Income (Loss) Before Taxes	506,418	4,070,277	(3,563,859)
Income Taxes	18,761	39,295	(20,534 )
Net Income (Loss)	487,657	4,030,982	(3,543,325)
Net Income (Loss) Attributable to Redeemable Noncontrolling Interests	4,616	(11,883 )	16,499
Net Income (Loss) Attributable to Noncontrolling Interests	353,044	3,586,640	(3,233,596)
Net Income (Loss) Attributable to KKR & Co. L.P.	129,997	456,225	(326,228 )
Less: Net Income Attributable to Series A Preferred Unitholders	11,515	—	11,515
Less: Net Income Attributable to Series B Preferred Unitholders	2,379	—	2,379
Net Income (Loss) Attributable to KKR & Co. L.P. Common Unitholders	\$116,103	\$456,225	\$(340,122)

Table of Contents

## Fees and Other

For the nine months ended September 30, 2016 and 2015, fees and other consisted of the following:

	Nine Months Ended		
	September	September	Change
	30, 2016	30, 2015	
Management Fees	\$468,390	\$149,941	\$318,449
Transaction Fees	277,776	250,954	26,822
Monitoring Fees	99,388	217,327	(117,939 )
Fee Credits	(106,506 )	(12,346 )	(94,160 )
Carried Interest	602,695	—	602,695
Incentive Fees	6,045	11,623	(5,578 )
Oil and Gas Revenue	47,977	90,264	(42,287 )
Consulting Fees	30,853	28,082	2,771
Total Fees and Other	\$1,426,618	\$735,845	\$690,773

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. When an investment fund is consolidated, management fees, fee credits and carried interest earned from consolidated funds are eliminated in consolidation and as such are not recorded in Fees and Other. The economic impact of these management fees, fee credits and carried interests that are eliminated is reflected as an adjustment to noncontrolling interests and has no impact to Net Income Attributable to KKR & Co., L.P. As a result of the de-consolidation of most of our investment funds, the management fees, fee credits and carried interests associated with funds that had previously been consolidated are included in Fees and Other beginning on January 1, 2016 as such amounts are no longer eliminated.

The increases in carried interest, management fees and fee credits is primarily due to income from funds that are no longer consolidated as described above. Transaction fees increased primarily due to an increase in the number of transactions that generate fees and the average fee earned in Private Markets and an increase in the size of transactions in our Capital Markets business.

The carried interest gains earned during the nine months ended September 30, 2016 were due primarily to an overall increase in the value of our private equity portfolio. For a more detailed discussion of the factors that affected our Private Markets carried interest during the period, see “—Segment Analysis -- Private Markets -- Nine Months Ended -- Segment Revenues -- Performance Income.”

These increases were partially offset by a decrease in monitoring fees primarily in our Private Markets business as discussed in greater detail in “--Segment Analysis -- Private Markets -- Nine Months ended -- Segment Revenues -- Management, Monitoring and Transaction Fees, Net.”

The decrease in oil and gas revenue was due primarily to lower production volumes and a lower price of oil in the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015.

## Compensation and Benefits Expenses

The decrease was primarily due to a lower carry pool allocations reflecting a lower level of appreciation in the value of our private equity portfolio during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015.

General Administrative and Other Expenses

The decrease was primarily due to (i) a decrease in the expenses of our consolidated oil and gas producing entities due to a \$30.3 million impairment charge incurred during the nine months ended September 30, 2015 while no such charge was incurred during the nine months ended September 30, 2016 and (ii) a decrease in depreciation, depletion and amortization of our consolidated oil and gas producing entities caused by a lower cost basis due to previously recorded impairments and lower



Table of Contents

production volumes compared to the prior period. These decreases were partially offset by (i) the write off of intangible assets in connection with the termination of certain management contracts and (ii) financing costs incurred relating to debt at new consolidated CLOs for which the fair value option has been elected.

## Net Gains (Losses) from Investment Activities

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, the Net Gains (Losses) from Investment Activities attributed to third party limited partners in our investment funds that had previously been consolidated are not included in the statement of operations.

The following is a summary of net gains (losses) from investment activities:

	Nine Months Ended September 30,	
	2016	2015
	(\$ in thousands)	
Private Equity Investments	\$(42,037)	\$3,914,574
Credit & Other Investments	(389,020)	(477,117)
Investments of Consolidated CFE's	307,597	(106,145)
Real Assets Investments	108,085	(147,241)
Debt Obligations	(167,566)	(86,240)
Other Net Gains (Losses) from Investment Activities	192,030	376,917
Net Gains (Losses) from Investment Activities	\$9,089	\$3,474,748

The net gains from investment activities for the nine months ended September 30, 2016 were comprised of net realized gains of \$354.1 million and net unrealized losses of \$345.0 million. For the nine months ended September 30, 2016, net realized gains were comprised primarily of the net impact of (i) realized gains on sales of private equity investments held directly by KKR, including the partial sales of Walgreens Boots Alliance, Inc., Zimmer Biomet Holdings, Inc. and HCA Holdings, Inc. (NYSE: HCA) ; (ii) realized losses on assets held at consolidated CLOs and (iii) realized gains on debt held at consolidated CLOs. For the nine months ended September 30, 2016, net unrealized losses were driven primarily by (i) mark-to-market losses in our private equity portfolio held directly by KKR including unrealized losses in First Data Corporation, (ii) mark-to-market losses on assets in our consolidated special situations funds, (iii) mark-to-market losses on debt held through consolidated CMBS and (iv) the reversal of unrealized gains on the partial sales of Walgreens Boots Alliance, Inc., Zimmer Biomet Holdings, Inc. and HCA Holdings, Inc., as well as the reversal of unrealized gains on debt realizations at our consolidated CLOs. Offsetting these unrealized losses were unrealized gains, the most significant of which were unrealized gains relating to investments held through consolidated CMBS structures and reversals of unrealized losses on asset realizations in our consolidated CLOs.

For the nine months ended September 30, 2015, the most significant driver of the net investment gains related to gains and losses at KKR's consolidated private equity funds as discussed in greater detail in "--Segment Analysis -- Private Markets -- Nine Months Ended -- Segment Revenues -- Performance Income."

## Dividend Income

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, dividends received from our investment funds that had previously been consolidated are not included in the statement of operations.

The decrease was primarily due to a decrease associated with investment funds no longer being consolidated in the 2016 period as a result of the adoption of ASU 2015-02. During the nine months ended September 30, 2016 significant dividends received included \$49.0 million from our consolidated Special Situations funds and dividends from US Foods of \$23.4 million, Sedgwick Claims Management Services (financial services sector) of \$12.7 million and PRA Health Sciences Inc. of \$4.1 million. During the nine months ended September 30, 2015 we received dividends of \$123.7 million from WMF, \$114.9 million from United Envirotech Ltd. (recycling sector), \$86.2 million from MMI Holdings Limited (technology sector), \$80.5 million from Academy Sports and Outdoors, \$65.9 million from Aricent Inc. (technology sector) and an aggregate of \$238.9 million of dividends from other investments. Significant dividends from portfolio companies are generally not recurring quarterly dividends, and while they may occur in the future, their size and frequency are variable.

## Table of Contents

### Interest Income

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, interest income received from our investment funds that had previously been consolidated is not included in the statement of operations.

The decrease was primarily due to investment funds (primarily those that are credit-oriented) no longer being consolidated in the 2016 period as a result of the adoption of ASU 2015-02. This decrease was partially offset by the consolidation of CMBS entities beginning in the second quarter of 2015 as well as interest earned on new CMBS loans acquired in our real estate investment trust.

### Interest Expense

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. Effective with the adoption of ASU 2015-02, interest expense incurred by our investment funds that had previously been consolidated is not included in the statement of operations.

The increase was primarily due to (i) the consolidation of CMBS entities beginning in the second quarter of 2015, (ii) increased CMBS borrowings in our real estate investment trust and (iii) interest expense associated with certain notes issued by consolidated CLOs of KFN being called for redemption. Third party CLO subordinated note holders receive the residual interest after all other payments have been made and as a result of a paydown made in August 2016, KKR recorded interest expense of \$59.9 million. In addition, an incremental \$8.8 million of accelerated accretion of debt discounts was recorded in connection with the notes of this CLO being called for redemption. These increases were partially offset by a decrease associated with financing facilities at investment funds no longer being consolidated in the first half of 2016 as a result of the adoption of ASU 2015-02.

### Income (Loss) Before Taxes

The decrease for the nine months ended September 30, 2016, was due primarily to the decrease in investment income as described above.

### Income Taxes

The decrease is due primarily to a lower level of unrealized carried interest gains and to a lesser extent a lower level of fees during the nine months ended September 30, 2016 relating to the investment funds and management companies within the KKR Group Partnerships that are subject to corporate taxes.

### Net Income (Loss) Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests for the nine months ended September 30, 2016 relates primarily to net income attributable to KKR Holdings L.P. representing its ownership interests in the KKR Group Partnerships. The decrease from the prior period is due primarily to noncontrolling interests attributed to third party limited partners in our investment funds that had previously been consolidated, but which are not included in the statement of operations effective with the adoption of ASU 2015-02 on January 1, 2016.

### Net Income (Loss) Attributable to KKR & Co. L.P.

The decrease for the nine months ended September 30, 2016, was due primarily to the lower level of investment income and carried interest as described above.

Table of Contents

## Condensed Consolidated Statements of Financial Condition

The following tables provide the Condensed Consolidated Statements of Financial Condition on a GAAP Basis as of September 30, 2016 and December 31, 2015.

(Amounts in thousands, except common unit and per common unit amounts)

	As of September 30, 2016	As of December 31, 2015
Assets		
Cash and Cash Equivalents	\$2,196,800	\$1,047,740
Investments	31,277,959	65,305,931
Other	4,509,840	4,688,668
Total Assets	37,984,599	71,042,339
Liabilities and Equity		
Debt Obligations	17,589,353	18,714,597
Other Liabilities	3,572,981	2,860,157
Total Liabilities	21,162,334	21,574,754
Redeemable Noncontrolling Interests	395,210	188,629
Equity		
Series A Preferred Units	332,988	—
Series B Preferred Units	149,566	—
KKR & Co. L.P. Capital - Common Unitholders	5,334,045	5,547,182
Noncontrolling Interests	10,610,456	43,731,774
Total Equity	16,427,055	49,278,956
Total Liabilities and Equity	\$37,984,599	\$71,042,339
Equity Per Outstanding Common Unit - Basic	\$11.95	\$12.12

Table of Contents

Condensed Consolidated Statement of Cash Flows

The accompanying condensed consolidated statements of cash flows include the cash flows of our consolidated entities which include certain consolidated investment funds and CFEs notwithstanding the fact that we may hold only a minority economic interest in those funds and CFEs.

On January 1, 2016, KKR adopted ASU 2015-02 which resulted in the de-consolidation of most of KKR's investment funds. KKR adopted this new guidance using the modified retrospective method. As a result, restatement of prior period results is not required and prior periods discussed below have not been impacted.

The assets of our consolidated funds and CFEs, on a gross basis, can be substantially larger than the assets of our business and, accordingly, could have a substantial effect on the cash flows reflected in our condensed consolidated statements of cash flows. The primary cash flow activities of our consolidated funds and CFEs involve: (i) capital contributions from fund investors; (ii) using the capital of fund investors to make investments; (iii) financing certain investments with indebtedness; (iv) generating cash flows through the realization of investments; and (v) distributing cash flows from the realization of investments to fund investors. Because our consolidated funds and CFEs are treated as investment companies for accounting purposes, certain of these cash flow amounts are included in our cash flows from operations.

Net Cash Provided by (Used in) Operating Activities

Our net cash provided by (used in) operating activities was \$(0.6) billion and \$1.7 billion during the nine months ended September 30, 2016 and 2015, respectively. These amounts primarily included: (i) proceeds from sales of investments net of purchases of investments of \$(0.8) billion and \$0.7 billion during the nine months ended September 30, 2016 and 2015, respectively; (ii) net realized gains (losses) on investments of \$(0.4) billion and \$(4.3) billion during the nine months ended September 30, 2016 and 2015, respectively; and (iii) change in unrealized gains (losses) on investments of \$0.3 billion and \$0.9 billion during the nine months ended September 30, 2016 and 2015, respectively. Certain KKR funds and CFEs are, for GAAP purposes, investment companies and reflect their investments and other financial instruments at fair value.

Net Cash Provided by (Used in) Investing Activities

Our net cash provided by (used in) investing activities was \$23.2 million and \$(264.5) million during the nine months ended September 30, 2016 and 2015, respectively. Our investing activities included: (i) a change in restricted cash and cash equivalents (that primarily funds collateral requirements) of \$33.0 million and \$(169.8) million during the nine months ended September 30, 2016 and 2015, respectively; (ii) the purchases of fixed assets of \$(8.2) million and \$(10.0) million during the nine months ended September 30, 2016 and 2015, respectively; and (iii) proceeds from sales of oil and natural gas properties, net of development of oil and natural gas properties of \$(1.6) million and \$(84.7) million for the nine months ended September 30, 2016 and 2015, respectively.

Net Cash Provided by (Used in) Financing Activities

Our net cash provided by (used in) financing activities was \$1.7 billion and \$(0.6) billion during the nine months ended September 30, 2016 and 2015, respectively. Our financing activities primarily included: (i) distributions to, net of contributions by, our noncontrolling and redeemable noncontrolling interests of \$763.7 million and \$(5.9) billion during the nine months ended September 30, 2016 and 2015, respectively; (ii) proceeds received net of repayment of debt obligations of \$1.0 billion and \$5.8 billion during the nine months ended September 30, 2016 and 2015, respectively; (iii) distributions to our partners of \$(213.5) million and \$(544.2) million during the nine months ended September 30, 2016 and 2015, respectively; (iv) unit repurchases of \$(291.9) million during the nine months ended

September 30, 2016; (v) issuance of Preferred Units of \$482.6 million during the nine months ended September 30, 2016 and (vi) Preferred Units distributions of \$(13.9) million during the nine months ended September 30, 2016.

## Table of Contents

### Segment Analysis

The following is a discussion of the results of our four reportable business segments for the three and nine months ended September 30, 2016 and 2015. You should read this discussion in conjunction with the information included under “—Basis of Financial Presentation—Segment Operating and Performance Measures” and the condensed consolidated financial statements and related notes included elsewhere in this report.

As of December 31, 2015, KKR’s management reevaluated the manner in which it made operational and resource deployment decisions and assessed the overall performance of each of KKR’s operating segments. As a result, as of December 31, 2015, KKR modified the presentation of its segment financial information relative to the presentation in prior periods. In addition, since becoming a public company, our Principal Activities assets have grown in significance and are a meaningful contributor to our financial results.

Certain of the more significant changes between KKR’s current segment presentation and its segment presentation reported prior to December 31, 2015, are described in the following commentary.

#### Inclusion of a Fourth Segment

All income (loss) on investments is attributed to the Principal Activities segment. Prior to December 31, 2015, income on investments held directly by KKR was reported in the Private Markets segment, Public Markets segment or Capital Markets segment based on the character of the income generated. For example, income from private equity investments was previously included in the Private Markets segment. However, the financial results of acquired businesses and strategic partnerships have been reported in our other segments.

#### Expense Allocations

As of December 31, 2015, we have changed the manner in which expenses are allocated among our operating segments. Specifically, as described below, (i) a portion of expenses, except for broken deal expenses, previously reflected in our Private Markets, Public Markets or Capital Markets segments are now reflected in the Principal Activities segment and (ii) corporate expenses are allocated across all segments.

#### Expenses Allocated to Principal Activities

A portion of our cash compensation and benefits, occupancy and related charges and other operating expenses previously included in the Private Markets, Public Markets and Capital Markets segments is now allocated to the Principal Activities segment. The Principal Activities segments incurs its own direct costs, and an allocation from the other segments is also made to reflect the estimated amount of costs that are necessary to operate our Principal Activities segment, which are incremental to those costs incurred directly by the Principal Activities segment. The total amount of expenses (other than its direct costs) that is allocated to Principal Activities is based on the proportion of revenue earned by Principal Activities, relative to other operating segments, over the preceding four calendar years. This allocation percentage is updated annually or more frequently if there are material changes to our business. Below is a summary of the allocation to Principal Activities, relative to other operating segments, for the 2016 and 2015 periods.

2016 Allocation: 22.6%, based on revenues earned in 2015, 2014, 2013 and 2012

2015 Allocation: 25.4%, based on revenues earned in 2014, 2013, 2012 and 2011

Once the total amount of expense to be allocated to the Principal Activities segment is estimated for each reporting period, the amount of this expense will be allocated from the Private Markets, Public Markets and Capital Markets segments based on the proportion of headcount in each of these three segments.





Table of Contents

## Allocations of Corporate Overhead

Corporate expenses are allocated to each of the Private Markets, Public Markets, Capital Markets and Principal Activities segments based on the proportion of revenues earned by each segment over the preceding four calendar years. In our segment presentation reported prior to December 31, 2015, all corporate expenses were allocated to the Private Markets segment. Below is a summary of the allocations to each of our operating segments for the 2016 and 2015 periods.

Segment	Expense Allocation	
	2016	2015
Private Markets	61.6 %	58.7 %
Public Markets	10.1 %	9.8 %
Capital Markets	5.7 %	6.1 %
Principal Activities	22.6 %	25.4 %
Total Reportable Segments	100.0%	100.0%

  

Based on revenue earned in	2015, 2014, 2013 & 2012	2014, 2013, 2012 & 2011
----------------------------	----------------------------------	----------------------------------

In connection with these modifications, segment information for the three and nine months ended September 30, 2015 has been presented in this Quarterly Report on Form 10-Q in conformity with KKR's current segment presentation. Consequently, this information will not be consistent with historical segment financial results previously reported. While the modified segment presentation impacted the amount of economic net income reported by each operating segment, it had no impact on KKR's economic net income on a total reportable segment basis.

Table of Contents

## Private Markets Segment

The following tables set forth information regarding the results of operations and certain key operating metrics for our Private Markets segment for the three and nine months ended September 30, 2016 and 2015.

Three months ended September 30, 2016 compared to three months ended September 30, 2015

	Three Months Ended		Change
	September 30, 2016	September 30, 2015	
	(\$ in thousands)		
Segment Revenues			
Management, Monitoring and Transaction Fees, Net			
Management Fees	\$ 117,795	\$ 118,250	\$(455 )
Monitoring Fees	11,091	24,964	(13,873 )
Transaction Fees	53,223	17,732	35,491
Fee Credits	(37,127 )	(20,266 )	(16,861 )
Total Management, Monitoring and Transaction Fees, Net	144,982	140,680	4,302
Performance Income			
Realized Incentive Fees	—	—	—
Realized Carried Interest	350,469	265,291	85,178
Unrealized Carried Interest	53,339	(394,126 )	447,465
Total Performance Income	403,808	(128,835 )	532,643
Investment Income (Loss)			
Net Realized Gains (Losses)	—	—	—
Net Unrealized Gains (Losses)	—	—	—
Total Realized and Unrealized	—	—	—
Interest Income and Dividends	—	—	—
Interest Expense	—	—	—
Net Interest and Dividends	—	—	—
Total Investment Income (Loss)	—	—	—
Total Segment Revenues	548,790	11,845	536,945
Segment Expenses			
Compensation and Benefits			
Cash Compensation and Benefits	47,858	38,965	8,893
Realized Performance Income Compensation	157,688	106,116	51,572
Unrealized Performance Income Compensation	22,588	(156,874 )	179,462
Total Compensation and Benefits	228,134	(11,793 )	239,927
Occupancy and related charges	9,248	8,417	831
Other operating expenses	32,031	30,422	1,609
Total Segment Expenses	269,413	27,046	242,367
Income (Loss) attributable to noncontrolling interests	—	250	(250 )
Economic Net Income (Loss)	\$ 279,377	\$ (15,451 )	\$ 294,828

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Assets Under Management	\$75,181,600	\$66,776,600	\$8,405,000
Fee Paying Assets Under Management	\$44,010,300	\$46,399,800	\$(2,389,500 )
Capital Invested	\$2,231,000	\$867,000	\$1,364,000
Uncalled Commitments	\$31,839,100	\$21,610,400	\$10,228,700

95

---

Table of Contents

Segment Revenues

Management, Monitoring and Transaction Fees, Net

The net increase was primarily due to an increase in transaction fees of \$35.5 million partially offset by a decrease in monitoring fees of \$13.9 million and a corresponding increase in fee credits of \$16.9 million. The increase in transaction fees was primarily attributable to an increase in the number of transactions that generate fees and an increase in the average fee earned. During the three months ended September 30, 2016, there were 13 transaction fee-generating investments paying an average fee of \$4.1 million. This is compared to 5 transaction fee-generating investments paying an average fee of \$3.5 million during the three months ended September 30, 2015. Transaction fees vary by investment based upon a number of factors, the most significant of which are transaction size, the particular discussions as to the amount of the fees, the complexity of the transaction and KKR's role in the transaction. The decrease in monitoring fees was primarily the result of \$7.0 million of monitoring fees received in the third quarter of 2015 from the termination of monitoring fee arrangements in connection with the sale of Capital Safety Group (industrial sector) compared to no such termination payments received during the three months ended September 30, 2016. We expect these termination payments to decrease over time. They may occur in the future; however, they are infrequent in nature and are generally correlated with IPO activity in our private equity portfolio. In addition, recurring monitoring fees decreased by \$6.8 million which was primarily the result of a decrease in the average size of the fees paid by the portfolio companies. For the three months ended September 30, 2016 we had 42 portfolio companies paying an average monitoring fee of \$0.3 million compared to 43 portfolio companies paying an average fee of \$0.4 million for three months ended September 30, 2015. The increase in fee credits is due primarily to a higher level of transaction fees partially offset by a lower level of monitoring fees. Management fees were flat compared to prior period primarily due to an increase in capital raised in our real estate investment trust and the Next Generation Technology Growth Fund, partially offset by a decrease in management fees attributable to lower invested capital in our 2006 Fund, European Fund II and Asian Fund as a result of realizations. See also discussion under “- Assets Under Management” and “- Fee-Paying Assets Under Management”.

Performance Income

The net increase is attributable to carried interest gains in the current period compared to carried interest losses in the prior period.

Realized carried interest for the three months ended September 30, 2016 consisted primarily of realized gains from the sale or partial sale of Walgreens Boots Alliance, Inc., Alliance Tire Group B.V. (manufacturing) and Zimmer Biomet Holdings, Inc.

Realized carried interest for the three months ended September 30, 2015 consisted primarily of realized gains from the sales and partial sales of Capital Safety Group, Alliant Insurance Services and KKR Debt Investors 2006 S.a.r.l (financial services).

Table of Contents

The following table presents net unrealized carried interest by investment vehicle for the three months ended September 30, 2016 and 2015:

	Three Months Ended	
	September 30,	
	2016	2015
	(\$ in thousands)	
North America Fund XI	\$139,705	\$(54,511)
Asian Fund II	86,365	(103,103)
Co-Investment Vehicles and Other	26,928	(4,966)
European Fund III	22,529	(24,196)
China Growth Fund	5,265	(8,332)
Real Estate Partners Americas	1,970	1,269
European Fund IV	1,339	(2,614)
E2 Investors	(234)	(5,418)
European Fund	(2,102)	(4,162)
Global Infrastructure Investors	(10,383)	4,762
Millennium Fund	(15,889)	(2,060)
European Fund II	(62,304)	24,549
2006 Fund	(64,174)	(177,925)
Asian Fund	(71,490)	(33,632)
Management Fee Refunds	(4,186)	(3,787)
Total (a)	\$53,339	\$(394,126)

(a) The above table excludes any funds for which there was no unrealized carried interest during either of the periods presented.

For the three months ended September 30, 2016, the net unrealized carried interest income of \$53.3 million included \$411.0 million representing net increases in the value of various portfolio companies, and net unrealized losses of \$(357.7) million primarily representing reversals of previously recognized net unrealized gains in connection with the occurrence of realization events such as partial or full sales and management fee refunds.

For the three months ended September 30, 2016, the value of our private equity investment portfolio increased 5.8%. This was comprised of a 7.0% increase in the share prices of various publicly held or publicly indexed investments and a 5.1% increase in the value of our privately held investments. The most significant increase in share prices of various publicly held or publicly indexed investments were gains in First Data Corporation (NYSE: FDC), PRA Health Sciences Inc. (NASDAQ: PRAH) and Qingdao Haier (CH: 600690). These increases were partially offset by decreased share prices of various publicly held investments, the most significant of which were Walgreens Boots Alliance, Inc. (NASDAQ: WBA), US Foods (NYSE: USFD) and Fujian Sunner Development Co. Ltd. (CZ:002299). Our privately held investments contributed the remainder of the change in value, the most significant of which were gains relating to Sedgwick Claims Management Services (financial services sector), Panasonic Healthcare Co., Ltd. (healthcare sector), and GenesisCare (healthcare sector). The unrealized gains on our privately held investments were partially offset by unrealized losses the most significant of which were Aricent Inc. (technology sector), Crosby and Acco Material Handling Solutions (manufacturing sector) and OEG Management Partners (energy sector). The increased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) in the case of Sedgwick Claims Management Services and GenesisCare, valuations that reflect agreements to sell all or a portion of these investments, (ii) an increase in the value of market comparables and (iii) individual company performance. The decreased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) individual company performance or, in certain cases, an unfavorable business outlook and (ii) a decrease in the value of market comparables.

In addition to the agreements to sell Sedgwick Claims Management Services and GenesisCare, as indicated above, realization activity such as dividends and agreements to sell, including partial sales and secondary sales, subsequent to the third quarter of 2016 are expected, certain of which are subject to closing conditions, with respect to the following private equity portfolio companies: Far East Horizon Ltd. (HK:3370), Gland Pharma (manufacturing sector), Mills Fleet Farm (retail sector), TVS Logistics Service Limited (services sector), Groupe SMCP SAS (retail sector), CITIC Envirotech Ltd (recycling sector), WMF (consumer products sector), Nevis (real estate sector) and Walgreens Boots Alliance, Inc.

## Table of Contents

The reversals of previously recognized net unrealized gains for the three months ended September 30, 2016 resulted primarily from the sale or partial sales of Walgreens Boots Alliance, Inc., Alliance Tire Group B.V. and Zimmer Biomet Holdings, Inc.

For the three months ended September 30, 2015, the net unrealized carried interest loss of \$(394.1) million included \$136.0 million representing net decreases in the value of various portfolio companies and unrealized losses of \$258.1 million primarily representing reversals of previously recognized net unrealized gains in connection with the occurrence of realization events such as partial or full sales and management fee refunds.

For the three months ended September 30, 2015, the value of our private equity investment portfolio decreased 1.4%. This was comprised of a 7.4% decrease in the share prices of various publicly held or publicly indexed investments partially offset by a 1.0% increase in value of our privately held investments. Our portfolio of publicly held private equity investments in China experienced the most significant losses with a decrease in value of 38.6% and included unrealized losses related to Qingdao Haier and Fujian Sunner Development Co Ltd. Other significant unrealized losses in our publicly held investments included HCA, Inc. These decreases were partially offset by increased share prices of various publicly held investments, the most significant of which were in Walgreens Boots Alliance Inc. and PRA Health Sciences, Inc. Our privately held investments contributed the remainder of the change in value, the most significant of which were gains relating to SunGard Data Systems, Inc., Panasonic Healthcare Co. Ltd and Asia Dairy Holdings. The unrealized gains on our privately held investments were partially offset by unrealized losses relating primarily to Aceco TI S.A., China International Capital Corporation and Westbrick Energy Ltd. The increased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) in the case of SunGard Data Systems, Inc. and Asia Dairy Holdings valuations that reflect agreements to sell these investments in whole or in part and (ii) individual company performance. The decreased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) a decrease in the value of market comparables and (ii) individual company performance or factors and, in certain cases, an unfavorable business outlook. In periods prior to the quarter ended September 30, 2016, our investment in Aceco TI S.A. was written down to zero value.

The reversals of previously recognized net unrealized gains for the three months ended September 30, 2015 resulted primarily from the sale or partial sales of Capital Safety Group, KKR Debt Investors 2006 S.a.r.l. and Alliant Insurance Services.

### Segment Expenses

#### Compensation and Benefits

The net increase was primarily due to higher net performance compensation for the three months ended September 30, 2016 as compared to the three months ended September 30, 2015 which was the result of carried interest gains in the current period as compared to carried interest losses in the prior period.

#### Occupancy and Other Operating Expenses

These expenses were relatively flat but increased slightly primarily due to higher professional fees.

#### Economic Net Income (Loss)

The increase was primarily due to performance income gains partially offset by the increase in segment expenses as described above. For the three months ended September 30, 2016, the carried interest impact of the increase in the



stock price of First Data Corporation increased ENI by approximately \$45 million.

98

---

Table of Contents

## Assets Under Management

The following table reflects the changes in our Private Markets AUM from June 30, 2016 to September 30, 2016:

	(\$ in thousands)
June 30, 2016	\$ 75,357,000
New Capital Raised	1,942,700
Distributions and Other	(4,597,400 )
Change in Value	2,479,300
September 30, 2016	\$ 75,181,600

AUM for the Private Markets segment was \$75.2 billion at September 30, 2016, a decrease of \$0.2 billion, compared to \$75.4 billion at June 30, 2016. The decrease was primarily attributable to distributions to our fund investors most notably in our 2006 Fund, Asian Fund and European Fund II as a result of realizations and the termination of a management fee agreement with respect to the management of third party assets. Partially offsetting these decreases were increases in value primarily in our North America Fund XI, 2006 Fund and Asian Fund II as well as new capital raised primarily in our Americas Fund XII and to a lesser extent a specialty fund focused on investing in private equity and growth investments.

The increase in the value of our private markets portfolio was driven primarily by net unrealized gains of \$0.8 billion in our North America Fund XI, \$0.5 billion in each of our 2006 Fund and Asian Fund II, and \$0.1 billion in each of our European Fund III and Asian Fund. The drivers of the overall change in value for Private Markets were a 7.0% increase in the share prices of various publicly held or publicly indexed investments and a 5.1% increase in the value of our privately held investments. The most significant increase in share prices of various publicly held or publicly indexed investments were gains in First Data Corporation (NYSE: FDC), PRA Health Sciences Inc. (NASDAQ: PRAH) and Qingdao Haier (CH: 600690). These increases were partially offset by decreased share prices of various publicly held investments, the most significant of which were Walgreens Boots Alliance, Inc. (NASDAQ: WBA), US Foods (NYSE: USFD) and Fujian Sunner Development Co. Ltd. (CZ:002299). Our privately held investments contributed the remainder of the change in value, the most significant of which were gains relating to Sedgwick Claims Management Services (financial services sector), Panasonic Healthcare Co., Ltd. (healthcare sector), and GenesisCare (healthcare sector). The unrealized gains on our privately held investments were partially offset by unrealized losses the most significant of which were Aricent Inc. (technology sector), Crosby and Acco Material Handling Solutions (manufacturing sector) and OEG Management Partners (energy sector). The increased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) in the case of Sedgwick Claims Management Services and GenesisCare, valuations that reflect agreements to sell all or a portion of these investments, (ii) an increase in the value of market comparables and (iii) individual company performance. The decreased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) individual company performance or, in certain cases, an unfavorable business outlook and (ii) a decrease in the value of market comparables.

## Fee-Paying Assets Under Management

The following table reflects the changes in our Private Markets FPAUM from June 30, 2016 to September 30, 2016:

	(\$ in thousands)
June 30, 2016	\$ 46,027,600
New Capital Raised	548,600
Distributions and Other	(2,356,300 )
Net Changes in Fee Base of Certain Funds	(345,100 )
Change in Value	135,500
September 30, 2016	\$ 44,010,300

FPAUM in our Private Markets segment was \$44.0 billion at September 30, 2016 a decrease of \$2.0 billion compared to \$46.0 billion at June 30, 2016. The decrease was due primarily to (i) the termination of a management fee agreement with respect to the management of third party assets, (ii) distributions as described in assets under management above and (iii) certain co-investment vehicles entering their post-investment period, which changes the fee base from committed to invested capital. The decrease was partially offset by new capital raised primarily in a specialty fund focused on investing in private equity and growth investments and our real estate investment trust. Uncalled capital commitments from investment funds from which KKR is currently not earning management fees amounted to approximately \$15.9 billion at September 30, 2016. This capital will generally begin to earn management fees upon deployment of the capital or upon the commencement of the fund's

## Table of Contents

investment period. The average annual management fee rate associated with this capital is approximately 1.2%. We will not begin earning fees on this capital until it is deployed or the related investment period commences, neither of which is guaranteed. If and when such management fees are earned, which will occur over an extended period of time, a portion of existing FPAUM will cease paying fees or pay lower fees, thus offsetting a portion of any new management fees earned. For example, if and when Americas Fund XII commences its investment period upon the end of the investment period of North America Fund XI, we expect an increase in management fees which will be partially offset by the reduction in the fee base of North America Fund XI as a result of the fund entering its post-investment period during which it earns management fees based on invested capital rather than committed capital and at a lower rate. As of September 30, 2016, based on the amount of capital raised to date for Americas Fund XII and the amount of capital remaining in the North America Fund XI, we expect when viewing those two funds together, the increase in management fees when the Americas Fund XII enters its investment period will initially exceed the loss of management fees from the North America Fund XI entering its post-investment period by approximately \$95 million. Management fees from the North America Fund XI will decrease over time as the investments in the North America Fund XI are realized, which will cause the \$95 million amount to decrease.

## Capital Invested

Capital invested in our private equity and real assets platforms increased during the three months ended September 30, 2016 compared to the three months ended September 30, 2015. For the three months ended September 30, 2016 and 2015, equity invested in our private equity platform was \$2,034.8 million and \$847.3 million, respectively, and equity invested in our real assets and other platforms was \$196.2 million and \$19.7 million, respectively. Generally, the operating companies acquired through our private equity business have higher transaction values and result in higher equity invested relative to transactions in our real assets businesses. The number of large private equity investments made in any quarter is volatile and consequently, a significant amount of equity invested in one quarter or a few quarters may not be indicative of a similar level of capital deployment in future quarters. As of October 25, 2016, our Private Markets business had announced transactions that were subject to closing which aggregated approximately \$0.6 billion.

## Uncalled Commitments

As of September 30, 2016, our Private Markets Segment had \$31.8 billion of remaining uncalled capital commitments that could be called for investments in new transactions. The increase is due primarily to new capital raised in Americas Fund XII, partially offset by capital called from limited partners to fund investments during the period.

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Table of Contents

Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

	Nine Months Ended		
	September 30,	September 30,	Change
	2016	2015	
	(\$ in thousands)		
Segment Revenues			
Management, Monitoring and Transaction Fees, Net			
Management Fees	\$ 354,376	\$ 342,872	\$ 11,504
Monitoring Fees	52,126	170,515	(118,389 )
Transaction Fees	114,021	104,652	9,369
Fee Credits	(93,042 )	(143,458 )	50,416
Total Management, Monitoring and Transaction Fees, Net	427,481	474,581	(47,100 )
Performance Income			
Realized Incentive Fees	—	—	—
Realized Carried Interest	749,194	810,990	(61,796 )
Unrealized Carried Interest	(131,386 )	45,190	(176,576 )
Total Performance Income	617,808	856,180	(238,372 )
Investment Income (Loss)			
Net Realized Gains (Losses)	—	—	—
Net Unrealized Gains (Losses)	—	—	—
Total Realized and Unrealized	—	—	—
Interest Income and Dividends	—	—	—
Interest Expense	—	—	—
Net Interest and Dividends	—	—	—
Total Investment Income (Loss)	—	—	—
Total Segment Revenues	1,045,289	1,330,761	(285,472 )
Segment Expenses			
Compensation and Benefits			
Cash Compensation and Benefits	142,500	135,363	7,137
Realized Performance Income Compensation	317,178	324,396	(7,218 )
Unrealized Performance Income Compensation	(47,377 )	19,190	(66,567 )
Total Compensation and Benefits	412,301	478,949	(66,648 )
Occupancy and related charges	27,212	24,553	2,659
Other operating expenses	95,166	87,902	7,264
Total Segment Expenses	534,679	591,404	(56,725 )
Income (Loss) attributable to noncontrolling interests	—	1,112	(1,112 )
Economic Net Income (Loss)	\$ 510,610	\$ 738,245	\$ (227,635 )
Assets Under Management	\$ 75,181,600	\$ 66,776,600	\$ 8,405,000
Fee Paying Assets Under Management	\$ 44,010,300	\$ 46,399,800	\$ (2,389,500 )
Capital Invested	\$ 5,209,900	\$ 4,172,600	\$ 1,037,300
Uncalled Commitments	\$ 31,839,100	\$ 21,610,400	\$ 10,228,700



Table of Contents

## Segment Revenues

## Management, Monitoring and Transaction Fees, Net

The net decrease was primarily due to a decrease in monitoring fees of \$118.4 million, partially offset by (i) a corresponding decrease in fee credits of \$50.4 million, (ii) an increase in management fees of \$11.5 million and (iii) an increase in transaction fees of \$9.4 million. The decrease in monitoring fees was primarily the result of \$121.1 million of monitoring fees received in the first nine months of 2015 from the termination of monitoring fee arrangements in connection with the exits or partial exits of the following (i) Alliance Boots GmbH, which was acquired by Walgreens Co., and renamed Walgreens Boots Alliance, Inc. (NASDAQ: WBA) subsequent to the acquisition, (ii) Big Heart Pet Brands (consumer products sector), (iii) Biomet, Inc. (healthcare sector), which was acquired by Zimmer Holdings Inc. and renamed Zimmer Biomet Holdings, Inc. (NYSE: ZBH) subsequent to its acquisition and (iv) the IPO of Go Daddy Inc. (NYSE: GDDY) compared to \$15.3 million of such termination payments during the nine months ended September 30, 2016 in connection with the IPO of US Foods (NYSE: USFD). These types of termination payments are expected to decrease over time. They may occur in the future; however, they are infrequent in nature and are generally correlated with IPO and other realization activity in our private equity portfolio. In addition, recurring monitoring fees decreased \$12.6 million as a result of a decrease in the average size of the fee paid by the portfolio companies. For the nine months ended September 30, 2016, we had 49 portfolio companies that were paying an average monitoring fee of \$0.8 million compared with 47 portfolio companies that were paying an average monitoring fee of \$1.1 million for the nine months ended September 30, 2015. In future periods, we anticipate that recurring monitoring fees will continue to decrease as a result of realizations and other transactions such as initial public offerings, if not offset by additional portfolio companies paying recurring monitoring fees. The increase in management fees was primarily due to an increase in capital raised in European Fund IV, Global Infrastructure Investors II and Real Estate Partners Europe partially offset by a decrease in management fees attributable to lower invested capital in our 2006 Fund, European Fund II and Asian Fund as a result of realizations. See also discussion under “- Assets Under Management” and “- Fee-Paying Assets Under Management”. The increase in transaction fees was primarily attributable to an increase in the number of transaction fee generating investments. During the nine months ended September 30, 2016, there were 33 transaction fee-generating investments paying an average fee of \$3.5 million compared to 24 transaction fee-generating investments paying an average fee of \$4.4 million during the nine months ended September 30, 2015. Transaction fees vary by investment based upon a number of factors, the most significant of which are transaction size, the particular discussions as to the amount of the fees, the complexity of the transaction and KKR’s role in the transaction. The decrease in fee credits is due primarily to a lower level of monitoring fees.

## Performance Income

The net decrease is attributable to a lower level of carried interest primarily reflecting a lower level of net appreciation in value of our private equity portfolio compared to the prior period.

Realized carried interest for the nine months ended September 30, 2016 consisted primarily of realized gains from the sale or partial sale of Walgreens Boots Alliance, Inc., Alliance Tire Group B.V. and HCA Holdings, Inc.

Realized carried interest for the nine months ended September 30, 2015 consisted primarily of realized gains from the sale or partial sale of Walgreens Boots Alliance, Inc., Capital Safety Group and Biomet, Inc.

Table of Contents

The following table presents net unrealized carried interest by investment vehicle for the nine months ended September 30, 2016 and 2015:

	Nine Months Ended	
	September 30,	
	2016	2015
	(\$ in thousands)	
Asian Fund II	\$ 168,145	\$ 53,425
North America Fund XI	146,192	127,059
European Fund III	92,783	35,247
China Growth Fund	9,845	29,187
Co-Investment Vehicles and Other	7,500	38,065
Global Infrastructure Investors	7,079	8,180
Real Estate Partners Americas	5,035	9,116
E2 Investors	1,328	(13,620 )
European Fund IV	(197 )	4,971
European Fund	(4,395 )	(3,605 )
Asian Fund	(41,251 )	(125,273)
Millennium Fund	(84,129 )	6,098
European Fund II	(98,410 )	8
2006 Fund	(329,865 )	(120,735)
Management Fee Refunds	(11,046 )	(2,933 )
Total (a)	\$ (131,386)	\$ 45,190

(a) The above table excludes any funds for which there was no unrealized carried interest during either of the periods presented.

For the nine months ended September 30, 2016, the net unrealized carried interest loss of \$(131.4) million included \$528.4 million representing net increases in the value of various portfolio companies, and net unrealized losses of \$(659.8) million primarily representing reversals of previously recognized net unrealized losses in connection with the occurrence of realization events such as partial or full sales and management fee refunds.

For the nine months ended September 30, 2016, the value of our private equity investment portfolio increased 8.9%. This was comprised of a 1.7% increase in the share prices of various publicly held or publicly indexed investments and a 14.5% increase in value of our privately held investments. The most significant increases in share prices of various publicly held or publicly indexed investments were gains in US Foods (NYSE: USFD), PRA Health Sciences Inc. (NASDAQ: PRAH) and HCA Holdings, Inc. These increases were partially offset by decreased share prices of various publicly held investments, the most significant of which were losses in First Data Corporation (NYSE:FDC), Walgreens Boots Alliance, Inc. (NYSE:WBA) and Qingdao Haier (CH:600690). Our privately held investments contributed the remainder of the change in value, the most significant of which were gains relating to Panasonic Healthcare Co., Ltd., Sedgwick Claims Management Services and Alliance Tire Group B.V. (manufacturing sector). The unrealized gains on our privately held investments were partially offset by unrealized losses relating primarily to Aricent Group (technology sector), OEG Management Partners Limited (energy sector) and MMI Holdings Limited (technology sector). The increased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) in the case of Sedgwick Claims Management Services and Alliance Tire Group B.V., valuations that reflect agreements to sell all or a portion of these investments, (ii) an increase in the value of market comparables and (iii) individual company performance. The decreased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) individual company performance or, in certain cases, an unfavorable business outlook and (ii) a decrease in the value of market comparables.



In addition to the agreements to sell Sedgwick Claims Management Services, as indicated above, realization activity such as dividends and agreements to sell, including partial sales and secondary sales, subsequent to the third quarter of 2016 are expected, certain of which are subject to closing conditions, with respect to the following private equity portfolio companies: Far East Horizon Ltd. (HK:3370), Gland Pharma (manufacturing sector), Mills Fleet Farm (retail sector), TVS Logistics Service Limited (services sector), Groupe SMCP SAS (retail sector), CITIC Envirotech Ltd (recycling sector), WMF (consumer products sector), Nevis (real estate sector) and Walgreens Boots Alliance, Inc.

103

---

## Table of Contents

The reversals of previously recognized net unrealized gains for the nine months ended September 30, 2016 resulted primarily from the sale or partial sales of Walgreens Boots Alliance, Alliance Tire Group B.V. and HCA Holdings, Inc.

For the nine months ended September 30, 2015, the net unrealized carried interest income of \$45.2 million included \$694.1 million representing net increases in the value of various portfolio companies, which were partially offset by unrealized losses of \$648.9 million primarily representing reversals of previously recognized net unrealized gains in connection with the occurrence of realization events such as partial or full sales and management fee refunds.

For the nine months ended September 30, 2015, the value of our private equity investment portfolio increased 10.5%. This was comprised of a 12.5% increase in share prices of various publicly held or publicly indexed investments and a 9.0% increase in the value of our privately held investments. The most significant increases in share prices of various publicly held or publicly indexed investments were gains in Walgreens Boots Alliance, Inc., PRA Health Sciences, Inc. and Go Daddy, Inc. These increases were partially offset by decreased share prices of various publicly held investments, the most significant of which were RigNet, CITIC Envirotech Ltd. and Far Eastern Horizon Ltd. Our privately held investments contributed the remainder of the change in value, the most significant of which were gains relating to First Data Corporation, Capital Safety Group and Alliant Insurance Services. The unrealized gains on our privately held investments were partially offset by unrealized losses relating primarily to BIS Industries Ltd., US Foods and Aceco TI S.A. The increased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) in the case of Capital Safety Group and Alliant Insurance Services, valuations that reflected agreements to sell these investments, in whole or in part, (ii) an increase in the value of market comparables and (iii) individual company performance. The decreased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) individual company performance or factors and, in certain cases, an unfavorable business outlook, (ii) a decrease in the value of market comparables and (iii) in the case of US Foods a decrease that reflected the termination of an agreement to sell this investment. In periods prior to the quarter ended September 30, 2016, our investment in Aceco TI S.A. was written down to zero value.

The reversals of previously recognized net unrealized gains for the nine months ended September 30, 2015 resulted primarily from the sales or partial sales of Walgreens Boots Alliance, Inc., Capital Safety Group, and Biomet, Inc.

### Segment Expenses

#### Compensation and Benefits

The net decrease was due primarily to lower net performance income compensation resulting from a lower level of appreciation in value of our private equity portfolio as described above.

#### Occupancy and Other Operating Expenses

These expenses were relatively flat, but increased slightly primarily due to higher professional fees and information technology expenses.

#### Economic Net Income (Loss)

The decrease was primarily due to the lower levels of performance income and reduction in monitoring fees partially offset by the decrease in segment expenses as described above. For the nine months ended September 30, 2016, the carried interest impact of the reduction in the stock price of First Data Corporation reduced ENI by approximately \$55 million.



Table of Contents

## Assets Under Management

The following table reflects the changes in our Private Markets AUM from December 31, 2015 to September 30, 2016:

	(\$ in thousands)
December 31, 2015	\$ 66,028,600
New Capital Raised	14,378,500
Distributions and Other	(9,135,100 )
Change in Value	3,909,600
September 30, 2016	\$ 75,181,600

AUM for the Private Markets segment was \$75.2 billion at September 30, 2016, an increase of \$9.2 billion, compared to \$66.0 billion at December 31, 2015. The increase was primarily attributable to new capital raised primarily in our Americas Fund XII, our real estate investment trust and Real Estate Partners Americas II and, to a lesser extent, an increase in the value of our private markets portfolio. These increases were offset by distributions to Private Markets fund investors primarily as a result of realizations most notably in our 2006 Fund, Asian Fund, and European Fund II, as well as the termination of a management fee agreement with respect to the management of third party assets.

The increase in the value of our Private Markets portfolio was driven primarily by net unrealized gains of \$1.2 billion in our North American Fund XI, \$0.9 billion in our Asian Fund II and \$0.8 billion in our European Fund III. The drivers of the overall change in value for Private Markets were a 1.7% increase in the share prices of various publicly held or publicly indexed investments and a 14.5% increase in value of our privately held investments. The most significant increases in share prices of various publicly held or publicly indexed investments were gains in US Foods (NYSE: USFD), PRA Health Sciences Inc. (NASDAQ: PRAH) and HCA Holdings, Inc. These increases were partially offset by decreased share prices of various publicly held investments, the most significant of which were losses in First Data Corporation (NYSE:FDC), Walgreens Boots Alliance, Inc. (NYSE:WBA) and Qingdao Haier (CH:600690). Our privately held investments contributed the remainder of the change in value, the most significant of which were gains relating to Panasonic Healthcare Co., Ltd., Sedgwick Claims Management Services and Alliance Tire Group B.V. (manufacturing sector). The unrealized gains on our privately held investments were partially offset by unrealized losses relating primarily to Aricent Group (technology sector), OEG Management Partners Limited (energy sector) and MMI Holdings Limited (technology sector). The increased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) in the case of Sedgwick Claims Management Services and Alliance Tire Group B.V., valuations that reflect agreements to sell all or a portion of these investments, (ii) an increase in the value of market comparables and (iii) individual company performance. The decreased valuations of individual companies in our privately held investments, in the aggregate, generally related to (i) individual company performance or, in certain cases, an unfavorable business outlook and (ii) a decrease in the value of market comparables.

## Fee-Paying Assets Under Management

The following table reflects the changes in our Private Markets FPAUM from December 31, 2015 to September 30, 2016:

	(\$ in thousands)
December 31, 2015	\$ 45,307,400
New Capital Raised	2,280,400
Distributions and Other	(3,568,800 )
Net Changes in Fee Base of Certain Funds	(345,100 )
Change in Value	336,400
September 30, 2016	\$ 44,010,300

FPAUM in our Private Markets segment was \$44.0 billion at September 30, 2016, a decrease of \$1.3 billion, compared to \$45.3 billion at December 31, 2015. The decrease was primarily attributable to the termination of a management fee agreement with respect to the management of third party assets and distributions in our 2006 Fund, Asian Fund and Millennium Fund. These decreases were partially offset by new capital raised primarily in our Real Estate Partners Europe, our real estate investment trust, and Next Generation Technology Growth Fund. Uncalled capital commitments from investment funds from which KKR is currently not earning management fees amounted to approximately \$15.9 billion at September 30, 2016. This capital will generally begin to earn management fees upon deployment of the capital or upon the commencement of the fund's investment period. The average annual management fee rate associated with this capital is approximately 1.2%. We will not

Table of Contents

begin earning fees on this capital until it is deployed or the related investment period commences, neither of which is guaranteed. If and when such management fees are earned, which will occur over an extended period of time, a portion of existing FPAUM will cease paying fees or pay lower fees, thus offsetting a portion of any new management fees earned. For example, if and when Americas Fund XII commences its investment period upon the end of the investment period of North America Fund XI, we expect an increase in management fees which will be partially offset by the reduction in the fee base of North America Fund XI as a result of the fund entering its post-investment period during which it earns management fees based on invested capital rather than committed capital and at a lower rate.

Capital Invested

Capital invested during the nine months ended September 30, 2016 was higher in each of our private equity and real assets platforms than during the nine months ended September 30, 2015. For the nine months ended September 30, 2016 and 2015, equity invested in our private equity platform was \$4.3 billion and \$3.3 billion respectively, and equity invested in our real assets and other platforms was \$0.9 billion and \$0.8 billion, respectively. Generally, the operating companies acquired through our private equity business have higher transaction values and result in higher equity invested relative to transactions in our real assets businesses. The number of large private equity investments made in any quarter is volatile and consequently, a significant amount of equity invested in one quarter or a few quarters may not be indicative of a similar level of capital deployment in future quarters. As of October 25, 2016, our Private Markets business had announced transactions that were subject to closing which aggregated approximately \$0.6 billion.

Uncalled Commitments

As of September 30, 2016, our Private Markets segment had \$31.8 billion of remaining uncalled capital commitments that could be called for investments in new transactions. The increase is due primarily to new capital raised in Americas Fund XII, partially offset by capital called from limited partners to fund investments during the period.

Table of Contents

## Public Markets Segment

The following tables set forth information regarding the results of operations and certain key operating metrics for our Public Markets segment for the three and nine months ended September 30, 2016 and 2015.

Three months ended September 30, 2016 compared to three months ended September 30, 2015

	Three Months Ended		Change
	September 30, 2016	September 30, 2015	
	(\$ in thousands)		
Segment Revenues			
Management, Monitoring and Transaction Fees, Net			
Management Fees	\$83,713	\$63,530	\$20,183
Monitoring Fees	—	—	—
Transaction Fees	10,748	3,386	7,362
Fee Credits	(10,265	) (3,027	) (7,238
Total Management, Monitoring and Transaction Fees, Net	84,196	63,889	20,307
Performance Income			
Realized Incentive Fees	3,659	880	2,779
Realized Carried Interest	—	—	—
Unrealized Carried Interest	17,012	(34,367	) 51,379
Total Performance Income	20,671	(33,487	) 54,158
Investment Income (Loss)			
Net Realized Gains (Losses)	—	—	—
Net Unrealized Gains (Losses)	—	—	—
Total Realized and Unrealized	—	—	—
Interest Income and Dividends	—	—	—
Interest Expense	—	—	—
Net Interest and Dividends	—	—	—
Total Investment Income (Loss)	—	—	—
Total Segment Revenues	104,867	30,402	74,465
Segment Expenses			
Compensation and Benefits			
Cash Compensation and Benefits	22,022	16,690	5,332
Realized Performance Income Compensation	1,463	353	1,110
Unrealized Performance Income Compensation	6,805	(13,747	) 20,552
Total Compensation and Benefits	30,290	3,296	26,994
Occupancy and related charges	2,570	2,424	146
Other operating expenses	8,894	7,458	1,436
Total Segment Expenses	41,754	13,178	28,576
Income (Loss) attributable to noncontrolling interests	—	305	(305
Economic Net Income (Loss)	\$63,113	\$16,919	\$46,194

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Assets Under Management	\$55,920,200	\$45,637,900	\$10,282,300
Fee Paying Assets Under Management	\$49,143,500	\$39,462,000	\$9,681,500
Capital Invested	\$1,484,400	\$1,181,400	\$303,000
Uncalled Commitments	\$6,428,200	\$5,281,900	\$1,146,300

107

---



## Table of Contents

### Segment Revenues

#### Management, Monitoring and Transaction Fees, Net

The net increase was primarily due to an increase in management fees of \$20.2 million attributable to management fees earned relating to our strategic investment in Marshall Wace LLP and its affiliates ("Marshall Wace") which was completed in the fourth quarter of 2015 and higher management fees relating to an increase in capital invested primarily in our Special Situations Fund II and Lending Partners II Fund as well as increased net asset value in our Corporate Capital Trust (a BDC sub-advised by KKR). This increase was partially offset by a decrease in management fees in our hedge fund solutions business as a result of a reduction in fee paying AUM due to redemptions.

#### Performance Income

The net increase was primarily attributable to carried interest gains in the current period compared to carried interest losses in the prior period and to a lesser extent a higher level of incentive fees compared to the prior period. Carried interest losses in the prior period were primarily in our alternative credit strategies. In the current period these alternative credit strategies either recognized carried interest gains or in certain cases are not currently earning carried interest. Incentive fees increased in the current period primarily due to favorable investment performance in Corporate Capital Trust. Incentive fees are typically determined for the twelve-month periods ending in either the second or fourth quarters of the calendar year, however, such fees may be determined quarterly or at other points during the year for certain strategies. Whether an incentive fee from KKR vehicles is payable in any given period, and the amount of an incentive fee payment, if any, depends on the investment performance of the vehicle and as a result is expected to vary significantly from period to period.

### Segment Expenses

#### Compensation and Benefits

The increase was primarily due to higher levels of performance income compensation in connection with performance income gains for the three months ended September 30, 2016 as compared to the three months ended September 30, 2015 as described above. To a lesser extent there was an increase in cash compensation and benefits primarily due to a higher level of management fees which generally results in higher compensation expense.

#### Occupancy and Other Operating Expenses

The increase was primarily due to higher operating expenses most notably professional fees and information technology expenses for the three months ended September 30, 2016 as compared to the three months ended September 30, 2015.

#### Economic Net Income (Loss)

The increase is primarily attributable to the increase in performance income and fees partially offset by an increase in compensation expenses as described above.

### Assets Under Management

The following table reflects the changes in our Public Markets AUM from June 30, 2016 to September 30, 2016:  
(\$ in thousands)

June 30, 2016	\$ 55,633,500
New Capital Raised	2,895,800
Distributions	(1,843,100 )
Redemptions	(1,726,500 )
Change in Value	960,500
September 30, 2016	\$ 55,920,200

AUM in our Public Markets segment totaled \$55.9 billion at September 30, 2016, an increase of \$0.3 billion compared to AUM of \$55.6 billion at June 30, 2016. The increase for the period was primarily due to new capital raised of \$2.9 billion across multiple strategies most notably \$0.9 billion in our CLOs, \$0.6 billion in our hedge fund solutions business, and \$0.5 billion in our strategic partnerships. To a lesser extent the increase was due to increases in value primarily in our credit funds and hedge fund solutions businesses. Partially offsetting these increases were distributions and redemptions of \$3.6 billion from

Table of Contents

certain investment vehicles across multiple strategies including CLOs, our hedge fund solutions business, certain separately managed accounts and our strategic partnerships.

## Fee-Paying Assets Under Management

The following table reflects the changes in our Public Markets FPAUM from June 30, 2016 to September 30, 2016:

	(\$ in thousands)
June 30, 2016	\$ 48,580,500
New Capital Raised	3,565,600
Distributions	(1,949,400 )
Redemptions	(1,726,500 )
Change in Value	673,300
September 30, 2016	\$ 49,143,500

FPAUM in our Public Markets segment was \$49.1 billion at September 30, 2016, an increase of \$0.5 billion compared to FPAUM of \$48.6 billion at June 30, 2016. The increase was primarily due to new capital raised of \$3.6 billion across multiple strategies primarily \$0.9 billion in our CLOs, \$0.7 billion in our hedge fund solutions, and \$0.5 billion in our strategic partnerships. New capital raised includes capital that was raised in previous periods but began earning fees upon deployment of capital. The increase in value was primarily in our hedge fund solutions business, separately managed accounts and strategic partnerships. Partially offsetting these increases were distributions and redemptions of \$3.7 billion from certain investment vehicles across multiple strategies including our CLOs, hedge fund solutions platform, certain separately managed accounts and strategic partnerships. Uncalled capital commitments from investment funds from which KKR is currently not earning management fees amounted to approximately \$4.8 billion. This capital will generally begin to earn management fees upon deployment of the capital or upon the commencement of the fund's investment period. The average annual management fee rate associated with this capital is approximately 1.2%. We will not begin earnings fees on this capital until it is deployed or the related investment period commences, neither of which is guaranteed. If and when such management fees are earned, which will occur over an extended period of time, a portion of existing FPAUM will cease paying fees or pay lower fees, thus offsetting a portion of any new management fees earned.

## Capital Invested

Capital invested increased in the three months ended September 30, 2016 compared to the three months ended September 30, 2015. This is primarily due to a higher level of net capital deployed in our direct lending strategies partially offset by a lower level of net capital deployed in our special situations strategies.

## Uncalled Commitments

As of September 30, 2016, our Public Markets segment had \$6.4 billion of uncalled capital commitments that could be called for investments in new transactions. The increase from September 30, 2015 is due to new capital raised primarily in Special Situations Fund II and Private Credit Opportunities Partners II Fund, partially offset by capital called from limited partners to fund investments during the period.

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Table of Contents

Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

	Nine Months Ended		
	September 30, 2016	September 30, 2015	Change
	(\$ in thousands)		
Segment Revenues			
Management, Monitoring and Transaction Fees, Net			
Management Fees	\$245,349	\$194,089	\$51,260
Monitoring Fees	—	—	—
Transaction Fees	17,768	20,689	(2,921 )
Fee Credits	(16,230 )	(16,787 )	557
Total Management, Monitoring and Transaction Fees, Net	246,887	197,991	48,896
Performance Income			
Realized Incentive Fees	9,897	12,438	(2,541 )
Realized Carried Interest	3,838	8,953	(5,115 )
Unrealized Carried Interest	(3,370 )	5,967	(9,337 )
Total Performance Income	10,365	27,358	(16,993 )
Investment Income (Loss)			
Net Realized Gains (Losses)	—	—	—
Net Unrealized Gains (Losses)	—	—	—
Total Realized and Unrealized	—	—	—
Interest Income and Dividends	—	—	—
Interest Expense	—	—	—
Net Interest and Dividends	—	—	—
Total Investment Income (Loss)	—	—	—
Total Segment Revenues	257,252	225,349	31,903
Segment Expenses			
Compensation and Benefits			
Cash Compensation and Benefits	61,193	49,985	11,208
Realized Performance Income Compensation	5,493	8,556	(3,063 )
Unrealized Performance Income Compensation	(1,347 )	2,386	(3,733 )
Total Compensation and Benefits	65,339	60,927	4,412
Occupancy and related charges	7,252	7,209	43
Other operating expenses	28,102	30,004	(1,902 )
Total Segment Expenses	100,693	98,140	2,553
Income (Loss) attributable to noncontrolling interests	—	958	(958 )
Economic Net Income (Loss)	\$156,559	\$126,251	\$30,308
Assets Under Management	\$55,920,200	\$45,637,900	\$10,282,300
Fee Paying Assets Under Management	\$49,143,500	\$39,462,000	\$9,681,500
Capital Invested	\$3,049,400	\$3,502,300	\$(452,900 )
Uncalled Commitments	\$6,428,200	\$5,281,900	\$1,146,300



## Table of Contents

### Segment Revenues

#### Management, Monitoring and Transaction Fees, Net

The net increase was primarily due to an increase in management fees of \$51.3 million which included \$34.6 million of management fees earned relating to our strategic investment in Marshall Wace which was completed in the fourth quarter of 2015 and higher management fees relating to an increase in capital invested in our Special Situations Fund II and Lending Partners II Fund and new capital raised primarily in Corporate Capital Trust (a BDC sub-advised by KKR). This increase was partially offset by a decrease in management fees in our hedge solutions business as a result of a reduction in fee paying AUM due to redemptions as well as our mezzanine fund entering its post-investment period, when it earns fees at a lower rate and on invested rather than committed capital, after the first quarter of 2015.

#### Performance Income

The net decrease was primarily attributable to (i) carried interest losses most notably in our direct lending, mezzanine, and certain other alternative credit strategies in the current period compared to prior period, (ii) fewer funds earning carried interest in the current period, most notably in our special situations strategies and (iii) to a lesser extent a lower level of incentive fees. Incentive fees decreased in the current period for our hedge fund solutions business primarily as a result of less favorable investment performance. Incentive fees are typically determined for the twelve-month periods ending in either the second or fourth quarters of the calendar year, however, such fees may be determined quarterly or at other points during the year for certain strategies. Whether an incentive fee from KKR vehicles is payable in any given period, and the amount of an incentive fee payment, if any, depends on the investment performance of the vehicle and as a result is expected to vary significantly from period to period.

### Segment Expenses

#### Compensation and Benefits

The increase was primarily due to an increase in cash compensation and benefits primarily due to a higher level of management fees which generally results in higher compensation expense. This was partially offset by lower net performance income compensation in connection with a lower level of net carried interest for the nine months ended September 30, 2016 as compared the nine months ended September 30, 2015 as described above.

#### Occupancy and Other Operating Expenses

The decrease was primarily driven by a reduction reflecting the cost to exit office space during the first quarter of 2015 and lower professional fees.

#### Economic Net Income (Loss)

The increase is primarily attributable to the increase in management fees partially offset by a decrease in performance income as described above.

### Assets Under Management

The following table reflects the changes in our Public Markets AUM from December 31, 2015 to September 30, 2016:

(\$ in thousands)

December 31, 2015 \$ 53,515,700

New Capital Raised	9,940,500	
Distributions	(3,512,400	)
Redemptions	(4,738,500	)
Change in Value	714,900	
September 30, 2016	\$ 55,920,200	

AUM in our Public Markets segment totaled \$55.9 billion at September 30, 2016, an increase of \$2.4 billion compared to AUM of \$53.5 billion at December 31, 2015. The increase for the period was primarily due to new capital raised of \$9.9 billion across multiple strategies most notably \$2.0 billion in our strategic partnerships, \$1.8 billion in our liquid credit strategies, \$1.9 billion in our CLOs and \$1.6 billion in our hedge fund solutions business. Partially offsetting these increases were redemptions

Table of Contents

and distributions of \$8.3 billion from certain investment vehicles across multiple strategies including our CLOs, our hedge fund solutions business, certain separately managed accounts and our strategic partnerships. For the nine months ended September 30, 2016, within our hedge funds business, new capital raised has outpaced redemptions within our strategic partnership platform, while redemptions have outpaced new capital raised in our hedge fund solutions platform.

## Fee-Paying Assets Under Management

The following table reflects the changes in our Public Markets FPAUM from December 31, 2015 to September 30, 2016:

	(\$ in thousands)
December 31, 2015	\$ 46,413,100
New Capital Raised	10,503,000
Distributions	(3,520,100 )
Redemptions	(4,738,500 )
Change in Value	486,000
September 30, 2016	\$ 49,143,500

FPAUM in our Public Markets segment was \$49.1 billion at September 30, 2016, an increase of \$2.7 billion compared to FPAUM of \$46.4 billion at December 31, 2015. The increase was primarily due to new capital raised of \$10.5 billion across multiple strategies most notably \$2.0 billion in our strategic partnerships and \$1.5 billion in our hedge fund solutions business and \$1.9 billion in our CLOs. New capital raised includes capital that was raised in previous periods but began earning fees upon deployment of capital. Partially offsetting these increases were redemptions and distributions of \$8.3 billion from certain investment vehicles across multiple strategies including our CLOs, hedge fund solutions business, certain separately managed accounts and our strategic partnerships. For the nine months ended September 30, 2016, within our hedge fund business, new capital raised has outpaced redemptions within our strategic partnership platform, while redemptions have outpaced new capital raised in our hedge fund solutions platform. Uncalled capital commitments from investment funds from which KKR is currently not earning management fees amounted to approximately \$4.8 billion. This capital will generally begin to earn management fees upon deployment of the capital or upon the commencement of the fund's investment period. The average annual management fee rate associated with this capital is approximately 1.2%. We will not begin earnings fees on this capital until it is deployed or the related investment period commences, neither of which is guaranteed. If and when such management fees are earned, which will occur over an extended period of time, a portion of existing FPAUM will cease paying fees or pay lower fees, thus offsetting a portion of any new management fees earned.

## Capital Invested

Capital invested decreased in the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. The decrease is primarily due to a lower level of net capital deployed in our special situations partially offset by a higher level of net capital deployed in our mezzanine and direct lending strategies.

## Uncalled Commitments

As of September 30, 2016, our Public Markets segment had \$6.4 billion of uncalled capital commitments that could be called for investments in new transactions. The increase from September 30, 2015 is due to new capital raised primarily in Special Situations Fund II and Private Credit Opportunities Partners II Fund, partially offset by capital called from limited partners to fund investments during the period.





Table of Contents

## Capital Markets

The following tables set forth information regarding the results of operations and certain key operating metrics for our Capital Markets segment for the three and nine months ended September 30, 2016 and 2015.

Three months ended September 30, 2016 compared to three months ended September 30, 2015

	Three Months Ended		Change
	September 30, 2016	September 30, 2015	
	(\$ in thousands)		
Segment Revenues			
Management, Monitoring and Transaction Fees, Net			
Management Fees	\$—	\$—	\$—
Monitoring Fees	—	—	—
Transaction Fees	47,383	40,319	7,064
Fee Credits	—	—	—
Total Management, Monitoring and Transaction Fees, Net	47,383	40,319	7,064
Performance Income			
Realized Incentive Fees	—	—	—
Realized Carried Interest	—	—	—
Unrealized Carried Interest	—	—	—
Total Performance Income	—	—	—
Investment Income (Loss)			
Net Realized Gains (Losses)	—	—	—
Net Unrealized Gains (Losses)	—	—	—
Total Realized and Unrealized	—	—	—
Interest Income and Dividends	—	—	—
Interest Expense	—	—	—
Net Interest and Dividends	—	—	—
Total Investment Income (Loss)	—	—	—
Total Segment Revenues	47,383	40,319	7,064
Segment Expenses			
Compensation and Benefits			
Cash Compensation and Benefits	7,803	8,858	(1,055 )
Realized Performance Income Compensation	—	—	—
Unrealized Performance Income Compensation	—	—	—
Total Compensation and Benefits	7,803	8,858	(1,055 )
Occupancy and related charges	330	670	(340 )
Other operating expenses	3,552	3,461	91
Total Segment Expenses	11,685	12,989	(1,304 )
Income (Loss) attributable to noncontrolling interests	760	2,347	(1,587 )
Economic Net Income (Loss)	\$34,938	\$ 24,983	\$9,955

Syndicated Capital

\$537,000 \$ 12,500 \$524,500

113

---

## Table of Contents

### Segment Revenues

#### Management, Monitoring and Transaction Fees, Net

The increase in transaction fees was primarily due to an increase in the size of capital markets transactions for the three months ended September 30, 2016 compared to the three months ended September 30, 2015. Overall, we completed 31 capital markets transactions for the three months ended September 30, 2016 of which 2 represented equity offerings and 29 represented debt offerings, as compared to 27 transactions for the three months ended September 30, 2015 of which 2 represented equity offerings and 25 represented debt offerings. We earned fees in connection with underwriting, syndication and other capital markets services. While each of the capital markets transactions that we undertake in this segment is separately negotiated, our fee rates are generally higher with respect to underwriting or syndicating equity offerings than with respect to debt offerings, and the amount of fees that we collect for like transactions generally correlates with overall transaction sizes. Our capital markets fees are sourced from our Private Markets and Public Markets businesses as well as third party companies. For the three months ended September 30, 2016 approximately 11% of our transaction fees were earned from third parties as compared to approximately 30% for the three months ended September 30, 2015. Our transaction fees are comprised of fees earned from North America, Europe, Asia-Pacific and India. For the three months ended September 30, 2016 approximately 11% of our transaction fees were sourced internationally as compared to approximately 54% for the three months ended September 30, 2015. Our capital markets business is dependent on the overall capital markets environment, which is influenced by equity prices, credit spreads and volatility. Our capital markets business does not generate management or monitoring fees.

### Segment Expenses

#### Compensation and Benefits and Other Operating Expenses

Segment expenses have decreased as compared to the prior period primarily due to lower compensation and benefits expense during the three months ended September 30, 2016. The decrease in compensation and benefits expense is primarily related to a reduction in headcount as compared to the three months ended September 30, 2015.

#### Economic Net Income (Loss)

The increase is primarily attributable to the increase in transaction fees.

### Syndicated Capital

The increase is primarily due to an increase in the size of one syndication transaction in the three months ended September 30, 2016 as compared to the three months ended September 30, 2015. Overall, we completed 2 syndication transactions for the three months ended September 30, 2016 compared to 1 syndication transaction for the three months ended September 30, 2015.

Table of Contents

Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

	Nine Months Ended		Change
	September 30, 2016	September 30, 2015	
	(\$ in thousands)		
Segment Revenues			
Management, Monitoring and Transaction Fees, Net			
Management Fees	\$—	\$—	\$—
Monitoring Fees	—	—	—
Transaction Fees	144,214	132,333	11,881
Fee Credits	—	—	—
Total Management, Monitoring and Transaction Fees, Net	144,214	132,333	11,881
Performance Income			
Realized Incentive Fees	—	—	—
Realized Carried Interest	—	—	—
Unrealized Carried Interest	—	—	—
Total Performance Income	—	—	—
Investment Income (Loss)			
Net Realized Gains (Losses)	—	—	—
Net Unrealized Gains (Losses)	—	—	—
Total Realized and Unrealized	—	—	—
Interest Income and Dividends	—	—	—
Interest Expense	—	—	—
Net Interest and Dividends	—	—	—
Total Investment Income (Loss)	—	—	—
Total Segment Revenues	144,214	132,333	11,881
Segment Expenses			
Compensation and Benefits			
Cash Compensation and Benefits	23,374	27,749	(4,375 )
Realized Performance Income Compensation	—	—	—
Unrealized Performance Income Compensation	—	—	—
Total Compensation and Benefits	23,374	27,749	(4,375 )
Occupancy and related charges	1,901	1,952	(51 )
Other operating expenses	10,870	10,540	330
Total Segment Expenses	36,145	40,241	(4,096 )
Income (Loss) attributable to noncontrolling interests	2,002	8,837	(6,835 )
Economic Net Income (Loss)	\$106,067	\$83,255	\$22,812
Syndicated Capital	\$1,213,500	\$693,300	\$520,200

## Table of Contents

### Segment Revenues

#### Management, Monitoring and Transaction Fees, Net

Transaction fees increased due to an increase in the size of capital markets transactions for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Overall, we completed 82 capital markets transactions for the nine months ended September 30, 2016 of which 11 represented equity offerings and 71 represented debt offerings, as compared to 88 transactions for the nine months ended September 30, 2015 of which 13 represented equity offerings and 75 represented debt offerings. We earned fees in connection with underwriting, syndication and other capital markets services. While each of the capital markets transactions that we undertake in this segment is separately negotiated, our fee rates are generally higher with respect to underwriting or syndicating equity offerings than with respect to debt offerings, and the amount of fees that we collect for like transactions generally correlates with overall transaction sizes. Our capital markets fees are sourced from our Private Markets and Public Markets businesses as well as third party companies. For the nine months ended September 30, 2016 approximately 15% of our transaction fees were earned from third parties as compared to approximately 29% for the nine months ended September 30, 2015. Our transaction fees are comprised of fees earned from North America, Europe, Asia-Pacific and India. For the nine months ended September 30, 2016 approximately 31% of our transaction fees were sourced internationally as compared to approximately 51% for the nine months ended September 30, 2015. Our capital markets business is dependent on the overall capital markets environment, which is influenced by equity prices, credit spreads and volatility. Our capital markets business does not generate management or monitoring fees.

### Segment Expenses

#### Compensation and Benefits and Other Operating Expenses

Segment expenses have decreased compared to the prior period primarily due to lower compensation and benefits expense primarily related to a reduction in headcount in the current period compared to the prior period.

#### Economic Net Income (Loss)

The increase is primarily attributable to the increase in transaction fees and to a lesser extent the reduction in compensation and benefits expense as described above.

### Syndicated Capital

The increase is primarily due to an increase in the size of syndication transactions in the three months ended September 30, 2016 as compared to the three months ended September 30, 2015. Overall, we completed 8 syndication transactions for the nine months ended September 30, 2016 as compared to 10 syndications for the nine months ended September 30, 2015.

Table of Contents

## Principal Activities

The following tables set forth information regarding the results of operations and certain key operating metrics for our Principal Activities segment for the three and nine months ended September 30, 2016 and 2015.

Three months ended September 30, 2016 compared to three months ended September 30, 2015

	Three Months Ended		Change
	September 30, 2016	September 30, 2015	
	(\$ in thousands)		
Segment Revenues			
Management, Monitoring and Transaction Fees, Net			
Management Fees	\$—	\$—	\$—
Monitoring Fees	—	—	—
Transaction Fees	—	—	—
Fee Credits	—	—	—
Total Management, Monitoring and Transaction Fees, Net	—	—	—
Performance Income			
Realized Incentive Fees	—	—	—
Realized Carried Interest	—	—	—
Unrealized Carried Interest	—	—	—
Total Performance Income	—	—	—
Investment Income (Loss)			
Net Realized Gains (Losses)	170,078	61,439	108,639
Net Unrealized Gains (Losses)	136,740	(384,460 )	521,200
Total Realized and Unrealized	306,818	(323,021 )	629,839
Interest Income and Dividends	71,185	101,318	(30,133 )
Interest Expense	(47,506 )	(52,681 )	5,175
Net Interest and Dividends	23,679	48,637	(24,958 )
Total Investment Income (Loss)	330,497	(274,384 )	604,881
Total Segment Revenues	330,497	(274,384 )	604,881
Segment Expenses			
Compensation and Benefits			
Cash Compensation and Benefits	24,284	23,167	1,117
Realized Performance Income Compensation	—	—	—
Unrealized Performance Income Compensation	—	—	—
Total Compensation and Benefits	24,284	23,167	1,117
Occupancy and related charges	3,729	4,209	(480 )
Other operating expenses	10,646	10,740	(94 )
Total Segment Expenses	38,659	38,116	543
Income (Loss) attributable to noncontrolling interests	—	—	—
Economic Net Income (Loss)	\$291,838	\$(312,500)	\$604,338





Table of Contents

Segment Revenues

Investment Income

The net increase is primarily due to net investment gains of \$306.8 million during the three months ended September 30, 2016, compared to net investment losses of \$323.0 million in the prior period. This was partially offset by a decrease in net interest and dividends of \$25.0 million.

For the three months ended September 30, 2016, net realized gains were comprised primarily of the sales or partial sales of private equity investments, the most significant of which were Walgreens Boots Alliance, Inc. and Zimmer Biomet Holdings, Inc. These gains were partially offset by losses from the sale of certain alternative credit investments. Net unrealized gains were primarily attributable to the mark to market gains on First Data Corporation and certain energy investments offset by the reversal of unrealized gains on the sale or partial sales of Walgreens Boots Alliance, Inc. and Zimmer Biomet Holdings, Inc.

As of September 30, 2016, \$174.1 million of investments in CLOs and our \$364.7 million investment in our real estate investment trust were carried at cost. As of September 30, 2016, the cumulative net unrealized gain or loss relating to changes in fair value for these investments was a \$6.2 million loss for CLOs and a \$13.4 million gain for the real estate investment trust.

Since April 30, 2014, the date we completed our acquisition of KFN, the amount of invested capital in our CLOs has decreased. As of September 30, 2016, the notes issued by all six legacy CLOs held by KFN have been called for redemption. These legacy CLOs held by KFN, which were issued prior to 2012, were larger in total transaction size relative to those that were issued subsequently. The size of new CLOs and the frequency of CLO issuances will depend on market conditions. CLO issuances typically increase when the spread between the value of CLO assets and liabilities generates an attractive return to subordinated note holders, such as KKR. In the case where demand for loans leads to tighter spreads or if interest rates for the liabilities increase, the return to subordinated note holders would be less attractive, and the issuance of CLOs would be expected to generally decline. Consequently, since April 30, 2014, the amount of interest income and dividends from our CLOs has declined. While the size of our CLO portfolio may continue to decline in the near term, along with the levels of associated interest income and dividends, as we have called for redemption all notes issued by all six legacy CLOs held by KFN, we do not expect the rate of decline in the near term to be as significant as in recent quarters. Based on the above factors combined with alternative investment opportunities, we may selectively redeploy capital to other assets outside of CLOs and credit into other asset classes such as private equity.

For the three months ended September 30, 2015, net realized gains were comprised primarily of gains from the sale of private equity investments including the sales of The Nielsen Company B.V. (NYSE:NLSN) and Capital Safety Group and the partial sale of Alliant Insurance Services. Net unrealized losses were primarily attributable to decreases in value of various private equity investments most notably HCA Inc., and Biomet Inc., as well as unrealized losses in our energy investments, most notably Trinity River Energy (energy sector) and Blackhawk Energy (energy sector). In addition, we had unrealized losses related to the reversal of gains on sales of investments noted in the realized gains commentary above.

For the three months ended September 30, 2016, net interest and dividends were comprised of (i) \$43.8 million of interest income which consists primarily of interest that is received from our Public Markets investments including CLOs and to a lesser extent our cash balances and other assets, (ii) \$27.3 million of dividend income from distributions received primarily through our private equity investments, real estate funds and Public Markets investments and (iii) \$47.5 million of interest expense primarily relating to the senior notes outstanding for KKR and KFN.

For the three months ended September 30, 2015, net interest and dividends were comprised of (i) \$71.6 million of interest income which consists primarily of interest that is received from our Public Markets investments including CLOs as well as our cash balances and other assets, (ii) \$29.7 million of dividend income from distributions received primarily through our private equity investments and real estate funds and (iii) \$52.7 million of interest expense primarily relating to the senior notes outstanding for KKR and KFN.

The net decrease in net interest and dividends is due primarily to the lower amount of capital invested in CLOs as described above.



Table of Contents

Segment Expenses

Compensation and Benefits

The increase was primarily due to an increase in the absolute amount of expenses eligible to be allocated from the other operating segments to Principal Activities, partially offset by a lower amount of corporate compensation allocated to Principal Activities as a result of a decrease in the proportion of revenue earned by Principal Activities relative to other operating segments. See "-Segment Analysis" for a discussion of expense allocations among segments.

Occupancy and Other Operating Expenses

The decrease was primarily driven by a decrease in the amount of occupancy and other operating expenses allocated from the other operating segments as a result of a decrease in the proportion of revenue earned by Principal Activities relative to other operating segments.

Economic Net Income (Loss)

The economic net income was primarily driven by the net investment income as described above. Most notably, for the three months ended September 30, 2016, the increase in the stock price of First Data Corporation, held directly in the Principal Activities segment increased ENI by approximately \$160 million.

Table of Contents

Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

	Nine Months Ended		Change
	September 30, 2016	September 30, 2015	
	(\$ in thousands)		
Segment Revenues			
Management, Monitoring and Transaction Fees, Net			
Management Fees	\$—	\$—	\$—
Monitoring Fees	—	—	—
Transaction Fees	—	—	—
Fee Credits	—	—	—
Total Management, Monitoring and Transaction Fees, Net	—	—	—
Performance Income			
Realized Incentive Fees	—	—	—
Realized Carried Interest	—	—	—
Unrealized Carried Interest	—	—	—
Total Performance Income	—	—	—
Investment Income (Loss)			
Net Realized Gains (Losses)	370,594	418,366	(47,772 )
Net Unrealized Gains (Losses)	(725,699 )	(263,197 )	(462,502 )
Total Realized and Unrealized	(355,105 )	155,169	(510,274 )
Interest Income and Dividends	253,756	325,629	(71,873 )
Interest Expense	(144,497 )	(150,911 )	6,414
Net Interest and Dividends	109,259	174,718	(65,459 )
Total Investment Income (Loss)	(245,846 )	329,887	(575,733 )
Total Segment Revenues	(245,846 )	329,887	(575,733 )
Segment Expenses			
Compensation and Benefits			
Cash Compensation and Benefits	72,689	75,859	(3,170 )
Realized Performance Income Compensation	—	—	—
Unrealized Performance Income Compensation	—	—	—
Total Compensation and Benefits	72,689	75,859	(3,170 )
Occupancy and related charges	11,121	12,277	(1,156 )
Other operating expenses	32,404	36,194	(3,790 )
Total Segment Expenses	116,214	124,330	(8,116 )
Income (Loss) attributable to noncontrolling interests	—	—	—
Economic Net Income (Loss)	\$(362,060)	\$205,557	\$(567,617)

Table of Contents

Segment Revenues

Investment Income

The net decrease is primarily due to net investment losses of \$355.1 million during the nine months ended September 30, 2016, compared to net investment gains of \$155.2 million in the prior period and, to a lesser extent, a decrease in net interest and dividends of \$65.5 million.

For the nine months ended September 30, 2016, net realized gains were primarily comprised of gains from the sale of private equity investments including the sales or partial sales of Walgreens Boots Alliance, Inc., HCA Holdings, Inc. and Zimmer Biomet Holdings, Inc., offset by the loss from the redemption of limited partner interests in a fund managed by BlackGold Capital Management, as well as certain CLOs being called and the sale of certain alternative credit investments. As of September 30, 2016, KKR no longer holds any limited partner interests in BlackGold Capital Management, although we continue to own an interest in the general partner and management company. Net unrealized losses were primarily attributable to mark to market losses on various Private Markets investments including First Data Corporation and to a lesser extent Walgreens Boots Alliance, Inc., mark to market losses on various alternative credit investments and unrealized losses on energy investments, and reversals of unrealized gains on the sales of private equity investments.

As of September 30, 2016, \$174.1 million of investments in CLOs and our \$364.7 million investment in our real estate investment trust were carried at cost. As of September 30, 2016, the cumulative net unrealized gain or loss relating to changes in fair value for these investments was a \$6.2 million loss for CLOs and a \$13.4 million gain for the real estate investment trust.

Since April 30, 2014, the date we completed our acquisition of KFN, the amount of invested capital in our CLOs has decreased. As of September 30, 2016, the notes issued by all six legacy CLOs held by KFN have been called for redemption. These legacy CLOs held by KFN, which were issued prior to 2012, were larger in total transaction size relative to those that were issued subsequently. The size of new CLOs and the frequency of CLO issuances will depend on market conditions. CLO issuances typically increase when the spread between the value of CLO assets and liabilities generates an attractive return to subordinated note holders, such as KKR. In the case where demand for loans leads to tighter spreads or if interest rates for the liabilities increase, the return to subordinated note holders would be less attractive, and the issuance of CLOs would be expected to generally decline. Consequently, since April 30, 2014, the amount of interest income and dividends from our CLOs has declined. While the size of our CLO portfolio may continue to decline in the near term, along with the levels of associated interest income and dividends, as we have called for redemption all notes issued by all six legacy CLOs held by KFN, we do not expect the rate of decline in the near term to be as significant as in recent quarters. Based on the above factors combined with alternative investment opportunities, we may selectively redeploy capital to other assets outside of CLOs and credit into other asset classes such as private equity.

For the nine months ended September 30, 2015, net realized gains were comprised primarily of gains from the sale of private equity investments including the sales or partial sales of Walgreens Boots Alliance, Inc., The Nielsen Company B.V. (NYSE: NLSN) and Biomet, Inc. Net unrealized gains were primarily attributable to increases in value of various private equity investments including First Data Corporation and Walgreens Boots Alliance, Inc. In addition our investment in WMI Holdings Corp. also contributed to net unrealized gains. Partially offsetting these increases were unrealized losses primarily related to the reversal of gains on sales of investments noted in the realized gains commentary above and reductions in the value of our energy investments, most notably Trinity Energy and Blackhawk Energy as well as overall reductions in the value of our investment in CLOs and certain credit investments.

For the nine months ended September 30, 2016, net interest and dividends were comprised of (i) \$139.8 million of interest income which consists primarily of interest that is received from our Public Markets investments including CLOs and to a lesser extent our cash balances and other assets, (ii) \$113.9 million of dividend income from distributions received primarily through our private equity investments, real estate funds and Public Markets investments and (iii) \$144.5 million of interest expense primarily relating to the senior notes outstanding for KKR and KFN.

For the nine months ended September 30, 2015, net interest and dividends were comprised of (i) \$256.4 million of interest income which consists primarily of interest that is received from our Public Markets investments including CLOs as well as our cash balances and other assets, (ii) \$69.2 million of dividend income from distributions received primarily through our private equity investments, real estate funds and energy investments and (iii) \$150.9 million of interest expense primarily relating to the senior notes outstanding for KKR and KFN.

The net decrease in net interest and dividends is due primarily to the lower amount of capital invested in CLOs described above, partially offset by a higher level of dividends in the 2016 period.

## Table of Contents

### Segment Expenses

#### Compensation and Benefits

The decrease was primarily due to a lower amount of compensation and benefits expenses allocated from the other operating segments to Principal Activities, as well as a lower amount of corporate compensation allocated to Principal Activities, in each case as a result of a decrease in the proportion of revenue earned by Principal Activities relative to other operating segments. This decrease was partially offset by an increase in the absolute amount of expenses eligible to be allocated from the other operating segments to Principal Activities. See "-Segment Analysis" for a discussion of expense allocations among segments.

#### Occupancy and Other Operating Expenses

The decrease was primarily driven by a decrease in the amount of occupancy and other operating expenses allocated from the other operating segments primarily as a result of a decrease in the proportion of revenue earned by Principal Activities relative to other operating segments.

#### Economic Net Income (Loss)

The economic net loss was primarily driven by the net investment losses as described above. Most notably for the nine months ended September 30, 2016, the reduction in the stock price of First Data Corporation held directly in the Principal Activities segment reduced ENI by approximately \$220 million.

### Segment Balance Sheet

Our segment balance sheet is the balance sheet of KKR & Co. L.P. and its subsidiaries on a segment basis which includes, but is not limited to, our investment management companies, broker-dealer companies, general partners of our investment funds and KFN. Our segment balance sheet excludes the assets and liabilities of our investment funds and CFEs.

### Investments

Investments is a term used solely for purposes of financial presentation of a portion of KKR's balance sheet and includes majority investments in subsidiaries that operate KKR's asset management and other businesses, including the general partner interests of KKR's investment funds.

### Cash and Short-Term Investments

Cash and short-term investments represent cash and liquid short-term investments in high-grade, short-duration cash management strategies used by KKR to generate additional yield on our excess liquidity and is used by management in evaluating KKR's liquidity position. We believe this measure is useful to unitholders as it provides additional insight into KKR's available liquidity. Cash and short-term investments differ from cash and cash equivalents on a GAAP basis as a result of the inclusion of liquid short-term investments in cash and short-term investments. The impact that these liquid short-term investments have on cash and cash equivalents on a GAAP basis is reflected in the consolidated statements of cash flows within cash flows from operating activities. Accordingly, the exclusion of these investments from cash and cash equivalents on a GAAP basis has no impact on cash provided (used) by operating activities, investing activities or financing activities.

Table of Contents

The following tables present our segment balance sheet as of September 30, 2016 and December 31, 2015:

	As of September 30, 2016	As of December 31, 2015
	(\$ in thousands, except per unit amounts)	
Cash and Short-term Investments	\$ 2,825,499	\$ 1,287,650
Investments	7,511,453	8,958,089
Unrealized Carry (a)	1,342,357	1,415,478
Other Assets	1,698,115	1,613,139
Corporate Real Estate	161,225	154,942
Total Assets	\$ 13,538,649	\$ 13,429,298
Debt Obligations - KKR (ex-KFN)	\$ 2,000,000	\$ 2,000,000
Debt Obligations - KFN	657,310	657,310
Preferred Shares - KFN	373,750	373,750
Other Liabilities	390,284	291,537
Total Liabilities	3,421,344	3,322,597
Noncontrolling Interests	21,950	127,472
Preferred Units	500,000	—
Book Value	\$ 9,595,355	\$ 9,979,229
Book Value Per Outstanding Adjusted Unit	\$ 11.95	\$ 12.18
(a) Unrealized Carry		
Private Markets	\$ 1,269,709	\$ 1,340,556
Public Markets	72,648	74,922
Total	\$ 1,342,357	\$ 1,415,478



Table of Contents

The following table presents the holdings of our segment balance sheet by asset class as of September 30, 2016:

As of September 30, 2016

Investments	Cost	Fair Value	Fair Value as a Percentage of Total Investments	
Private Equity Co-Investments and Other Equity	\$1,918,353	\$2,089,469	27.8	%
Private Equity Funds	853,753	1,046,738	13.9	%
Private Equity Total	2,772,106	3,136,207	41.7	%
Energy	971,095	560,114	7.5	%
Real Estate (a)	801,862	829,412	11.0	%
Infrastructure	211,897	229,877	3.1	%
Real Assets Total	1,984,854	1,619,403	21.6	%
Special Situations	857,488	730,810	9.7	%
Direct Lending	103,120	99,920	1.4	%
Mezzanine	24,158	24,607	0.3	%
Alternative Credit Total	984,766	855,337	11.4	%
CLOs (a)	988,344	601,086	8.0	%
Liquid Credit	185,872	190,798	2.6	%
Specialty Finance	287,558	182,881	2.4	%
Credit Total	2,446,540	1,830,102	24.4	%
Other	1,243,918	925,741	12.3	%
Total Investments	\$8,447,418	\$7,511,453	100.0	%

As of September 30, 2016

Significant Investments: (b)	Cost	Fair Value	Fair Value as a Percentage of Total Investments	
First Data Corporation (NYSE: FDC)	\$1,061,182	\$1,047,368	13.9	%
Walgreens Boots Alliance (NASDAQ: WBA)	102,767	322,742	4.3	%
WMI Holdings Corp. (NASDAQ: WMIH)	221,412	284,251	3.8	%
Natural Gas Midstream Investment	146,937	156,515	2.1	%
Oil & Gas Royalties Investment	115,324	135,044	1.8	%
Total Significant Investments	1,647,622	1,945,920	25.9	%
Other Investments	6,799,796	5,565,533	74.1	%

Total Investments	\$8,447,418	\$7,511,453	100.0	%
-------------------	-------------	-------------	-------	---

(a) Includes approximately \$174.1 million and \$364.7 million of CLOs and our holdings of a real estate investment trust, respectively, that are held at cost.

(b) The significant investments include the top five investments (other than investments expected to be syndicated or transferred in connection with new fundraising) based on their fair values as of September 30, 2016. The fair value figures include the co-investment and the limited partner and/or general partner interests held by KKR in the underlying investment, if applicable.

Table of Contents

The following tables provide reconciliations of KKR's GAAP Condensed Consolidated Statements of Financial Condition to Total Reportable Segments Balance Sheet as of September 30, 2016 and December 31, 2015.

As of September 30, 2016

(Amounts in thousands)

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION (GAAP BASIS)	1	2	3	4	5	TOTAL REPORTABLE SEGMENTS BALANCE SHEET		
Assets								
Cash and Cash Equivalents	\$2,196,800	—	—	628,699	—	—	\$2,825,499	Cash and Short-term Investments
Investments	31,277,959	(21,302,639)	(1,121,510)	(1,342,357)	—	—	7,511,453	Investments
		—	—	1,342,357	—	—	1,342,357	Unrealized Carry
Other Assets	4,509,840	(1,710,864 )	—	(789,924 )	—	(310,937)	1,698,115	Other Assets
		—	—	161,225	—	—	161,225	Corporate Real Estate
Total Assets	\$37,984,599	(23,013,503)	(1,121,510)	—	—	(310,937)	\$13,538,649	
Liabilities and Equity								
Debt Obligations	17,589,353	(14,932,043)	—	(657,310 )	—	—	2,000,000	Debt Obligations - KKR (ex-KFN)
		—	—	657,310	—	—	657,310	Debt Obligations - KFN
		—	—	373,750	—	—	373,750	Preferred Shares - KFN
Other Liabilities	3,572,981	(1,897,121 )	(1,121,510)	—	—	(164,066)	390,284	Other Liabilities
Total Liabilities	21,162,334	(16,829,164)	(1,121,510)	373,750	—	(164,066)	3,421,344	
Redeemable Noncontrolling Interests								
Noncontrolling Interests	395,210	(395,210 )	—	—	—	—		
Equity								
Series A Preferred Units	332,988	—	—	(332,988 )	—	—		
Series B Preferred Units	149,566	—	—	(149,566 )	—	—		
KKR & Co. L.P. Capital - Common	5,334,045	100,568	—	(17,446 )	4,325,059	(146,871)	9,595,355	Book Value

Edgar Filing: KKR & Co. L.P. - Form 10-Q

Unitholders								
Noncontrolling Interests	10,610,456	(5,889,697 )	—	(373,750 )	(4,325,059)	—	21,950	Noncontrolling Interests
		—	—	500,000	—	—	500,000	Preferred Units
Total Liabilities and Equity	\$37,984,599	(23,013,503)	(1,121,510)	—	—	(310,937)	\$13,538,649	

- 1 IMPACT OF CONSOLIDATION OF INVESTMENT VEHICLES AND OTHER ENTITIES
- 2 CARRY POOL RECLASSIFICATION
- 3 OTHER RECLASSIFICATIONS
- 4 NONCONTROLLING INTERESTS HELD BY KKR HOLDINGS L.P. AND OTHER
- 5 EQUITY IMPACT OF KKR MANAGEMENT HOLDINGS CORP.

Table of Contents

As of December 31, 2015

(Amounts in thousands)

CONDENSED

CONSOLIDATED

STATEMENTS OF

FINANCIAL CONDITION

(GAAP BASIS)

Assets

	1	2	3	4	5	TOTAL REPORTABLE SEGMENTS BALANCE SHEET		
Cash and Cash Equivalents	\$1,047,740	—	—	239,910	—	—	\$1,287,650	Cash and Short-term Investments
Investments	65,305,931	(53,733,364)	(1,199,000)	(1,415,478)	—	—	8,958,089	Investments
		—	—	1,415,478	—	—	1,415,478	Unrealized Carry
Other Assets	4,688,668	(2,406,048)	—	(394,852)	—	(274,629)	1,613,139	Other Assets
		—	—	154,942	—	—	154,942	Corporate Real Estate
Total Assets	\$71,042,339	(56,139,412)	(1,199,000)	—	—	(274,629)	\$13,429,298	

Liabilities and  
Equity

Debt Obligations	18,714,597	(16,057,287)	—	(657,310)	—	—	2,000,000	Debt Obligations - KKR (ex-KFN)
		—	—	657,310	—	—	657,310	Debt Obligations - KFN
		—	—	373,750	—	—	373,750	Preferred Shares - KFN
Other Liabilities	2,860,157	(1,228,091)	(1,199,000)	—	—	(141,529)	291,537	Other Liabilities
Total Liabilities	21,574,754	(17,285,378)	(1,199,000)	373,750	—	(141,529)	3,322,597	

Redeemable

Noncontrolling Interests	188,629	(188,629)	—	—	—	—		
-----------------------------	---------	-----------	---	---	---	---	--	--

Equity

Series A Preferred Units	—	—	—	—	—	—		
Series B Preferred Units	—	—	—	—	—	—		Preferred Units
KKR & Co. L.P. Capital - Common Unitholders	5,547,182	133,208	—	—	4,431,939	(133,100)	9,979,229	Book Value
	43,731,774	(38,798,613)	—	(373,750)	(4,431,939)	—	127,472	

Noncontrolling Interests						Noncontrolling Interests
Total Liabilities and Equity	\$71,042,339	(56,139,412)	(1,199,000)	—	—	(274,629) \$13,429,298

- 1 IMPACT OF CONSOLIDATION OF INVESTMENT VEHICLES AND OTHER ENTITIES
- 2 CARRY POOL RECLASSIFICATION
- 3 OTHER RECLASSIFICATIONS
- 4 NONCONTROLLING INTERESTS HELD BY KKR HOLDINGS L.P. AND OTHER
- 5 EQUITY IMPACT OF KKR MANAGEMENT HOLDINGS CORP.

Table of Contents

The following tables provide reconciliations of KKR's GAAP Common Units Outstanding - Basic to Outstanding Adjusted Units.

	As of September 30, 2016	As of December 31, 2015
GAAP Common Units Outstanding - Basic	446,200,620	457,834,875
Adjustments:		
Unvested Common Units(a)	29,281,618	23,212,300
Other Exchangeable Securities (b)	4,668,646	4,689,610
GAAP Common Units Outstanding - Diluted	480,150,884	485,736,785
Adjustments:		
KKR Holdings Units (c)	356,686,744	361,346,588
Adjusted Units	836,837,628	847,083,373
Adjustments:		
Unvested Common Units and Unvested Other Exchangeable Securities	(30,110,430 )	(24,060,289 )
Adjusted Units Eligible for Distribution	806,727,198	823,023,084
Adjustments:		
Vested Other Exchangeable Securities (b)	(3,839,834 )	(3,841,621 )
Outstanding Adjusted Units	802,887,364	819,181,463

- Represents equity awards granted under the Equity Incentive Plan. The issuance of common units of KKR & Co. L.P. pursuant to awards under the Equity Incentive Plan dilutes KKR common unitholders and KKR Holdings pro rata in accordance with their respective percentage interests in the KKR business. We anticipate that year-end equity awards will be granted before December 31, 2016, rather than, as been historical practice, after the end of the year. As a result, adjusted units would increase in the fourth quarter of 2016, rather than in the first quarter of 2017.
- (a) Represents securities in a subsidiary of a KKR Group Partnership and of KKR & Co. L.P. that are exchangeable into KKR & Co. L.P. common units issued in connection with the acquisition of Avoca.
- (b) Common units that may be issued by KKR & Co. L.P. upon exchange of units in KKR Holdings L.P. for KKR common units.
- (c)

## Liquidity

We manage our liquidity and capital requirements by focusing on our cash flows before the consolidation of our funds and CFEs and the effect of changes in short term assets and liabilities, which we anticipate will be settled for cash within one year. Our primary cash flow activities on a segment basis typically involve: (i) generating cash flow from operations; (ii) generating income from investment activities, by investing in investments that generate yield (namely interest and dividends) as well as the sale of investments and other assets; (iii) funding capital commitments that we have made to, and advancing capital to, our funds and CLOs, (iv) developing and funding new investment strategies, investment products and other growth initiatives, including acquisitions; (v) underwriting and funding commitments in our capital markets business; (vi) distributing cash flow to our unitholders, certain holders of certain exchangeable securities and holders of our Series A and Series B Preferred Units; and (vii) paying borrowings, interest payments and repayments under credit agreements, our senior notes and other borrowing arrangements. See "-Liquidity - Liquidity Needs - Distributions."

## Sources of Liquidity

Our primary sources of liquidity consist of amounts received from: (i) our operating activities, including the fees earned from our funds, managed accounts, portfolio companies, and capital markets transactions; (ii) realizations on carried interest from our investment funds; (iii) interest and dividends from investments that generate yield, including our investments in CLOs; (iv) realizations on and sales of investments and other assets, including the transfers of investments for fund formations and (v) borrowings under our credit facilities, debt offerings and other borrowing arrangements. In addition, we may generate cash proceeds from sales of equity securities.

With respect to our private equity funds, carried interest is distributed to the general partner of a private equity fund with a clawback or net loss sharing provision only after all of the following are met: (i) a realization event has occurred (e.g., sale of a portfolio company, dividend, etc.); (ii) the vehicle has achieved positive overall investment returns since its inception, in excess of performance hurdles where applicable; and (iii) with respect to investments with a fair value below cost, cost has been



## Table of Contents

returned to fund investors in an amount sufficient to reduce remaining cost to the investments' fair value. As of September 30, 2016, certain of our funds had met the first and second criteria, as described above, but did not meet the third criteria. In these cases, carried interest accrues on the consolidated statement of operations, but will not be distributed in cash to us as the general partner of an investment fund upon a realization event. For a fund that has a fair value above cost, overall, but has one or more investments where fair value is below cost, the shortfall between cost and fair value for such investments is referred to as a "netting hole." When netting holes are present, realized gains on individual investments that would otherwise allow the general partner to receive carried interest distributions are instead used to return invested capital to our funds' limited partners in an amount equal to the netting hole. Once netting holes have been filled with either (a) return of capital equal to the netting hole for those investments where fair value is below cost, or (b) increases in the fair value of those investments where fair value is below cost, then realized carried interest will be distributed to the general partner upon a realization event. A fund that is in a position to pay cash carry refers to a fund for which carried interest is expected to be paid to the general partner upon the next material realization event, which includes funds with no netting holes as well as funds with a netting hole that is sufficiently small in size such that the next material realization event would be expected to result in the payment of carried interest.

As of September 30, 2016, a netting hole in excess of \$50 million existed at our European Fund IV for \$121.6 million. In accordance with the criteria set forth above, funds may develop netting holes in the future and netting holes for those and other funds may otherwise increase or decrease in the future.

We have access to funding under various credit facilities, other borrowing arrangements and other sources of liquidity that we have entered into with major financial institutions or which we receive from the capital markets. The following describes these sources of liquidity.

### Revolving Credit Agreements, Senior Notes, KFN Debt Obligations & KFN Securities

For a discussion of KKR's debt obligations, including our revolving credit agreements, senior notes, KFN debt obligations and KFN securities, see Note 10 "Debt Obligations" to the audited financial statements in our Annual Report. The information presented below updates, and should be read in conjunction with such information. No amounts were borrowed under our corporate credit agreement with HSBC Bank USA for the three and nine months ended September 30, 2016.

### KCM Credit Agreement

KKR Capital Markets maintains a revolving credit agreement with a major financial institution (the "KCM Credit Agreement") for use in KKR's capital markets business. This financial institution also holds an ownership interest in our capital markets business. The KCM Credit Agreement, as amended, provides for revolving borrowings of up to \$500 million with a \$500 million sublimit for letters of credit.

On March 30, 2016, the KCM Credit Agreement was amended to extend the maturity date from March 30, 2017 to March 30, 2021. If a borrowing is made on the KCM Credit Agreement, the interest rate will vary depending on the type of borrowing requested. If the borrowing is a eurocurrency loan, it will be based on the LIBOR plus the applicable margin which ranges initially between 1.25% and 2.50%, depending on the amount and tenor of the borrowing. If the borrowing is an ABR loan, it will be based on the prime rate plus the applicable margin which ranges initially between 0.25% and 1.50% depending on the amount and tenor of the borrowing. Borrowings under this facility may only be used for KKR's capital markets business, and its only obligors are entities involved in our capital markets business, and its liabilities are non-recourse to other parts of KKR.

For the quarter ended September 30, 2016, a total of \$185 million was borrowed and \$185 million was repaid under the KCM Credit Agreement. For the nine months September 30, 2016, a total of \$848 million was borrowed and \$848 million was repaid under the KCM Credit Agreement.

KFN 2041 Redemption

On October 25, 2016 KFN announced it will redeem all of its outstanding 8.375% Senior Notes due 2041. See discussion under "-Recent Developments."

128

---

Table of Contents

Preferred Units

On March 17, 2016, KKR & Co. L.P. issued 13,800,000 units of 6.75% Series A Preferred Units and on June 20, 2016, KKR issued 6,200,000 units of 6.50% Series B Preferred Units, in each case, in an underwritten public offering. The Series A Preferred Units and Series B Preferred Units trade on the NYSE under the symbols "KKR PR A" and "KKR PRA B", respectively. The terms of the preferred units are set forth in the limited partnership agreement of KKR & Co. L.P.

If declared, distributions on the preferred units are payable quarterly on March 15, June 15, September 15 and December 15 of each year, at a rate per annum equal to 6.75%, in the case of the Series A Preferred Units, and 6.50% in the case of the Series B Preferred Units. Distributions on the preferred units are discretionary and non-cumulative. Holders of preferred units will only receive distributions on such units when, as and if declared by the board of directors of the general partner of KKR & Co. L.P. We have no obligation to declare or pay any distribution for any distribution period, whether or not distributions on any series of preferred units are declared or paid for any other distribution period.

Unless distributions have been declared and paid (or declared and set apart for payment) on the preferred units for a quarterly distribution period, we may not declare or pay distributions on, or repurchase, any units of KKR & Co. L.P. that are junior to the preferred units, including our common units, during such distribution period. A distribution period begins on a distribution payment date and extends to, but excludes, the next distribution payment date. See "--Liquidity Needs--Distributions" for a discussion of the distributions declared on the Series A and Series B Preferred Units.

If KKR & Co. L.P. dissolves, then the holders of the Series A Preferred Units and Series B Preferred Units are entitled to receive payment of a \$25.00 liquidation preference per preferred unit, plus declared and unpaid distributions, if any, to the extent that we have sufficient gross income (excluding any gross income attributable to the sale or exchange of capital assets) such that holders of such preferred units have capital account balances equal to such liquidation preference, plus declared and unpaid distributions, if any.

The Series A and Series B Preferred Units do not have a maturity date. However, the Series A Preferred Units may be redeemed at our option, in whole or in part, at any time on or after June 15, 2021, at a price of \$25.00 per Series A Preferred Unit, plus declared and unpaid distributions, if any. The Series B Preferred Units may be redeemed at our option, in whole or in part, at any time on or after September 15, 2021, at a price of \$25.00 per Series B Preferred Unit, plus declared and unpaid distributions, if any. Holders of preferred units have no right to require the redemption of such units.

If a certain change of control event with a ratings downgrade occurs prior to June 15, 2021, the Series A Preferred Units may be redeemed at our option, in whole but not in part, upon at least 30 days' notice, within 60 days of the occurrence of such change of control event, at a price of \$25.25 per Series A Preferred Unit, plus declared and unpaid distributions, if any. If a certain change of control event with a ratings downgrade occurs prior to September 15, 2021, the Series B Preferred Units may be redeemed at our option, in whole but not in part, upon at least 30 days' notice, within 60 days of the occurrence of such change of control event, at a price of \$25.25 per Series B Preferred Unit, plus declared and unpaid distributions, if any. If such a change of control event occurs (whether before, on or after June 15, 2021, in the case of the Series A Preferred Units and September 15, 2021, in the case of the Series B Preferred Units) and we do not give such notice, the distribution rate per annum on the applicable series of preferred units will increase by 5.00%, beginning on the 31st day following such change of control event.

The Series A and Series B Preferred Units are not convertible into common units of KKR & Co. L.P. and have no voting rights, except that holders of preferred units have certain voting rights in limited circumstances relating to the

election of directors following the failure to declare and pay distributions, certain amendments to the terms of the preferred units, and the creation of preferred units that are senior to the Series A Preferred Units and Series B Preferred Units.

In connection with the issuance of the preferred units, the KKR Group Partnerships issued for the benefit of KKR & Co. L.P. two series of preferred units with economic terms that mirror those of each series of preferred units.

#### Common Units

On May 16, 2014, KKR & Co. L.P. filed a registration statement with the Securities and Exchange Commission for the sale by us from time to time of up to 5,000,000 common units of KKR & Co. L.P. to generate cash proceeds (a) up to (1) the amount of withholding taxes, social benefit payments or similar payments payable by us in respect of awards granted pursuant to the Equity Incentive Plan, the KKR Financial Holdings LLC 2007 Share Incentive Plan (the "KFN Share Incentive Plan") and the KKR Asset Management LLC 2011 Share Incentive Plan (the "KAM Share Incentive Plan"), and together with the Equity Incentive Plan and the KFN Share Incentive Plan, the "Plans", and (2) the amount of cash delivered in respect of awards

## Table of Contents

granted pursuant to the Plans that are settled in cash instead of common units; and (b) to the extent the net proceeds from the sale of common units exceeds the amounts due under clause (a), for general corporate purposes. The administrator of the Equity Incentive Plan is expected to reduce the maximum number of common units eligible to be issued under the Equity Incentive Plan by the number of common units issued and sold pursuant to this Registration Statement, as applicable, unless such reduction is already provided for with respect to such awards under the terms of the Equity Incentive Plan. The KFN Share Incentive Plan terminated in May 2015, but continues to govern unexpired awards. No additional equity awards will be issued under the KFN Share Incentive Plan or the KAM Share Incentive Plan. The Securities and Exchange Commission declared the registration statement effective on June 4, 2014. As of September 30, 2016, 4,173,039 common units have been issued and sold under the registration statement and are included in our basic common units outstanding as of September 30, 2016. During 2016, we canceled 2.0 million granted equity awards for approximately \$29 million to satisfy tax obligations in connection with their vesting.

## Liquidity Needs

We expect that our primary liquidity needs will consist of cash required to:

- continue to grow our business, including seeding new strategies and funding our capital commitments made to existing and future funds, co-investments and any net capital requirements of our capital markets companies;
- warehouse investments in portfolio companies or other investments for the benefit of one or more of our funds, vehicles, accounts or CLOs pending the contribution of committed capital by the investors in such vehicles, and advancing capital to them for operational or other needs;
- service debt obligations and repaying principal for borrowings, as well as any contingent liabilities that may give rise to future cash payments;
- fund cash operating expenses, including litigation matters;
- pay amounts that may become due under our tax receivable agreement with KKR Holdings;
- make cash distributions in accordance with our distribution policy for our common units or the terms of our preferred units;
- underwrite commitments within our capital markets business;
- fund our equity commitment to joint ventures such as Merchant Capital Solutions LLC;
- make future purchase price payments in connection with our proprietary acquisitions or investments, such as our acquisition of Prisma and strategic partnerships with Nephila and Marshall Wace;
- acquire additional Principal Activities assets, including other businesses and corporate real estate; and
- repurchase KKR & Co. L.P. common units pursuant to the unit repurchase program announced on October 27, 2015.

## KKR & Co. L.P. Unit Repurchase Program

On October 27, 2015, KKR announced the authorization of a program providing for the repurchase by KKR of up to \$500 million in the aggregate of its outstanding common units. Under this unit repurchase program, units may be

repurchased from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing, manner, price and amount of any unit repurchases will be determined by KKR in its discretion and will depend on a variety of factors, including legal requirements, price and economic and market conditions. KKR expects that the program, which has no expiration date, will be in effect until the maximum approved dollar amount has been used to repurchase common units. The program does not require KKR to repurchase any specific number of common units, and the program may be suspended, extended, modified or discontinued at any time. Since inception of the unit repurchase program through September 30, 2016, KKR has repurchased and canceled approximately 31.3 million outstanding common units for approximately \$453.8 million. From September 30, 2016 through October 13, 2016, KKR has repurchased and canceled approximately 0.2 million additional outstanding common units for approximately \$2.2 million. For additional information regarding units repurchased during the third quarter of 2016, see "--Item 2. Unregistered Sales of Equity Securities and Use of Proceeds."

Table of Contents

## Capital Commitments

The agreements governing our active investment funds generally require the general partners of the funds to make minimum capital commitments to such funds, which usually range from 2% to 5% of a fund's total capital commitments at final closing; however, the size of our general partner commitment to certain funds pursuing newer strategies and newer private equity funds such as Americas Fund XII may exceed this range. The following table presents our uncalled commitments to our active investment funds as of September 30, 2016:

	Uncalled Commitments (\$ in thousands)
Private Markets	
Americas Fund XII	\$ 1,000,000
Energy Income and Growth	130,900
European Fund IV	128,600
Real Estate Partners Americas	98,400
Global Infrastructure II	95,200
North America Fund XI	69,400
Real Estate Partners Europe	57,700
Asian Fund II	39,400
Co-Investment Vehicles	20,100
Other Private Markets Funds	454,900
Total Private Markets Commitments	2,094,600
Public Markets	
Special Situations Fund	18,600
Special Situations Fund II	218,600
Mezzanine Partners	5,900
Lending Partners	8,300
Lending Partners II	9,500
Lending Partners Europe	34,100
Other Alternative Credit Vehicles	117,500
Total Public Markets Commitments	412,500
Total Uncalled Commitments	\$ 2,507,100

As of September 30, 2016, KKR had unfunded commitments consisting of (i) \$2,507.1 million, as shown above, to its active private equity and other investment vehicles, (ii) \$58.6 million in connection with commitments by KKR's capital markets business, (iii) \$128.6 million relating to Merchant Capital Solutions LLC and (iv) other investment commitments of \$98.3 million. Whether these amounts are actually funded, in whole or in part depends on the terms of such commitments, including the satisfaction or waiver of any conditions to funding.

## Prisma Capital Partners

On October 1, 2012, KKR acquired all of the equity interests of Prisma subject to potential purchase price payments in 2014 and 2017. KKR may become obligated to make future purchase price payments in 2017 based on whether the Prisma business grows to achieve certain operating performance metrics when measured in such year. KKR has the right in its sole discretion to pay a portion of such future purchase price payment, if any, in KKR & Co. L.P. common

units rather than in cash. See "—Liquidity—Contractual Obligations, Commitments and Contingencies on an Unconsolidated Basis."

#### Merchant Capital Solutions

Merchant Capital Solutions LLC (MCS, formerly known as MerchCap Solutions LLC) is a joint venture partnership with Stone Point Capital. MCS seeks to provide capital markets services to mid-market and sponsor-backed companies as well as make certain balance sheet investments to support client needs. As of September 30, 2016, each of KKR and Stone Point have

131

---



## Table of Contents

committed \$150 million of equity to MCS to support its business for total equity commitments of \$300 million. KKR's remaining unfunded commitment is approximately \$128.6 million as of September 30, 2016. During the three months ended September 30, 2016, MCS became a consolidated subsidiary of KKR, and KKR is currently in discussions to fully redeem Stone Point Capital's interest in MCS.

### Investment in Marshall Wace LLP

On November 2, 2015, KKR entered into a long-term strategic relationship with Marshall Wace LLP and its affiliates ("Marshall Wace") and acquired a 24.9% interest in Marshall Wace through a combination of cash and common units. Subject to the exercise of a put option by Marshall Wace or a call option by KKR, at subsequent closings to occur in the second, third and fourth years following the initial closing described above, and subject to satisfaction or waiver of certain closing conditions, including regulatory approvals, KKR may at each such closing subscribe (or be required to subscribe) for an incremental 5% equity interest, for ultimate aggregate ownership of up to 39.9% of Marshall Wace. The exercise of such options would require the use of cash and/or KKR common units. KKR's investment in Marshall Wace is accounted for using the equity method of accounting.

### Tax Receivable Agreement

We and certain intermediate holding companies that are taxable corporations for U.S. federal, state and local income tax purposes, may be required to acquire KKR Group Partnership Units from time to time pursuant to our exchange agreement with KKR Holdings. KKR Management Holdings L.P. made an election under Section 754 of the Internal Revenue Code that will remain in effect for each taxable year in which an exchange of KKR Group Partnership Units for common units occurs, which may result in an increase in our intermediate holding companies' share of the tax basis of the assets of the KKR Group Partnerships at the time of an exchange of KKR Group Partnership Units. Certain of these exchanges are expected to result in an increase in our intermediate holding companies' share of the tax basis of the tangible and intangible assets of the KKR Group Partnerships, primarily attributable to a portion of the goodwill inherent in our business that would not otherwise have been available. This increase in tax basis may increase depreciation and amortization deductions for tax purposes and therefore reduce the amount of income tax our intermediate holding companies would otherwise be required to pay in the future. This increase in tax basis may also decrease gain (or increase loss) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets.

We have entered into a tax receivable agreement with KKR Holdings, which requires our intermediate holding companies to pay to KKR Holdings, or to current and former principals who have exchanged KKR Holdings units for KKR common units as transferees of KKR Group Partnership Units, 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that the intermediate holding companies realize as a result of the increase in tax basis described above, as well as 85% of the amount of any such savings the intermediate holding companies realize as a result of increases in tax basis that arise due to future payments under the agreement. We expect our intermediate holding companies to benefit from the remaining 15% of cash savings, if any, in income tax that they realize. A termination of the agreement or a change of control could give rise to similar payments based on tax savings that we would be deemed to realize in connection with such events. In the event that other of our current or future subsidiaries become taxable as corporations and acquire KKR Group Partnership Units in the future, or if we become taxable as a corporation for U.S. federal income tax purposes, we expect that each will become subject to a tax receivable agreement with substantially similar terms.

These payment obligations are obligations of our intermediate holding companies and not the KKR Group Partnerships. As such, cash payments received by common unitholders may vary from those received by holders of KKR Group Partnership Units held by KKR Holdings and its current and former principals to the extent payments are made to those parties under the tax receivable agreement. Payments made under the tax receivable agreement are

required to be made within 90 days of the filing of the tax returns of our intermediate holding companies, which may result in a timing difference between the tax savings received by KKR's intermediate holdings companies and the cash payments made to the selling holders of KKR Group Partnership Units.

For the three and nine months ended September 30, 2016 and 2015, no cash payments have been made under the tax receivable agreement. As of September 30, 2016, \$3.4 million of cumulative income tax savings have been realized. See "-Liquidity-Other Liquidity Needs- Contractual Obligations, Commitments and Contingencies" for a discussion of amounts payable and cumulative cash payments made under this agreement.

Table of Contents

## Distributions

A distribution of \$0.16 per common unit has been declared, which will be paid on November 22, 2016 to holders of record of common units as of the close of business on November 4, 2016. Under KKR's distribution policy for its common units, KKR intends to make equal quarterly distributions to holders of common units in an amount of \$0.16 per common unit per quarter.

A distribution of \$0.421875 per Series A Preferred Unit has been declared and set aside for payment on December 15, 2016 to holders of record of Series A Preferred Units as of the close of business on December 1, 2016. A distribution of \$0.406250 per Series B Preferred Unit has been declared and set aside for payment on December 15, 2016 to holders of record of Series B Preferred Units as of the close of business on December 1, 2016.

The declaration and payment of any future distributions on preferred or common units are subject to the discretion of the board of directors of the general partner of KKR and the terms of its limited partnership agreement. There can be no assurance that future distributions will be made as intended or at all, that unitholders will receive sufficient distributions to satisfy payment of their tax liabilities as limited partners of KKR or that any particular distribution policy for common units will be maintained.

When KKR & Co. L.P. receives distributions from the KKR Group Partnerships (the holding companies of the KKR business), KKR Holdings receives its pro rata share of such distributions from the KKR Group Partnerships.

Furthermore, the declaration and payment of distributions by the KKR Group Partnerships and our other subsidiaries may also be subject to legal, contractual and regulatory restrictions, including restrictions contained in our debt agreements and the preferred units of the KKR Group Partnerships.

## Other Liquidity Needs

We may also be required to fund various underwriting commitments in our capital markets business in connection with the underwriting of loans, securities or other financial instruments. We generally expect that these commitments will be syndicated to third parties or otherwise fulfilled or terminated, although we may in some instances elect to retain a portion of the commitments for our own investment.

## Contractual Obligations, Commitments and Contingencies on a Consolidated Basis

In the ordinary course of business, we and our consolidated funds and CFEs enter into contractual arrangements that may require future cash payments. The following table sets forth information relating to anticipated future cash payments as of September 30, 2016.

Types of Contractual Obligations	Payments due by Period				Total
	<1 Year	1-3 Years	3-5 Years	>5 Years	
	(\$ in millions)				
Uncalled commitments to investment funds (1)	\$6,342.0	\$—	\$—	\$—	\$6,342.0
Debt payment obligations (2)	902.3	827.9	1,373.2	14,184.1	17,287.5
Interest obligations on debt (3)	609.4	1,167.6	1,090.1	4,311.4	7,178.5
Underwriting commitments (4)	17.0	—	—	—	17.0
Lending commitments (5)	75.1	—	—	—	75.1
Other commitments (6)	192.0	31.8	1.8	1.3	226.9
Lease obligations	51.5	91.2	59.7	15.4	217.8
Corporate real estate (7)	—	292.5	—	—	292.5
Total	\$8,189.3	\$2,411.0	\$2,524.8	\$18,512.2	\$31,637.3

(1) These uncalled commitments represent amounts committed by our consolidated investment funds, which include amounts committed by KKR and our fund investors, to fund the purchase price paid for each investment made by our investment funds which are actively investing. Because capital contributions are due on demand, the above commitments have been presented as falling due within one year. However, given the size of such commitments

and the rates at which our investment funds make investments, we expect that the capital commitments presented above will be called over a period of several years. See "—Liquidity—Liquidity Needs."

Table of Contents

Amounts include (i) the 2020 Senior Notes, 2043 Senior Notes and 2044 Senior Notes of \$2.0 billion gross of unamortized discount, (ii) KFN 2041 Senior Notes and KFN 2042 Senior Notes of \$0.4 billion, net of unamortized premium, (iii) KFN Junior Subordinated Notes of \$0.3 billion, gross of unamortized discount, (iv) financing arrangements entered into by our consolidated funds with the objective of providing liquidity to the funds of \$1.7 billion (v) debt securities issued by our consolidated CLOs of \$7.8 billion and (vi) debt securities issued by our consolidated CMBS entities of \$5.1 billion. On October 25, 2016 KFN announced it will redeem all of its (2) outstanding 8.375% Senior Notes due 2041. See discussion under "-Recent Developments." KFN's debt obligations are non-recourse to KKR beyond the assets of KFN. Debt securities issued by consolidated CLOs and CMBS entities are supported solely by the investments held at the CLO and CMBS vehicles and are not collateralized by assets of any other KKR entity. Obligations under financing arrangements entered into by our consolidated funds are generally limited to our pro-rata equity interest in such funds. Our management companies bear no obligations to repay any financing arrangements at our consolidated funds.

These interest obligations on debt represent estimated interest to be paid over the maturity of the related debt obligation, which has been calculated assuming the debt outstanding at September 30, 2016 is not repaid until its (3) maturity. Future interest rates are assumed to be those in effect as of September 30, 2016, including both variable and fixed rates, as applicable, provided for by the relevant debt agreements. The amounts presented above include accrued interest on outstanding indebtedness.

(4) Represents various commitments in our capital markets business in connection with the underwriting of loans, securities and other financial instruments. These commitments are shown net of amounts syndicated.

(5) Represents obligations in our capital markets business to lend under various revolving credit facilities.

(6) Represents our commitment to MCS and investment commitments of KFN. See "—Liquidity—Liquidity Needs—Merchant Capital Solutions."

(7) Represents the purchase price due upon delivery of a new KKR office being constructed, all or a portion of which represents construction financing obtained by the developer and may be refinanced upon delivery of the completed office.

The commitment table above excludes contractual amounts owed under the tax receivable agreement because the ultimate amount and timing of the amounts due are not presently known. As of September 30, 2016, a payable of \$133.1 million has been recorded in due to affiliates in the consolidated financial statements representing management's best estimate of the amounts currently expected to be owed under the tax receivable agreement. As of September 30, 2016, approximately \$19.0 million of cumulative cash payments have been made under the tax receivable agreement. See "—Liquidity Needs—Tax Receivable Agreement."

The commitment table above excludes certain contingent consideration payments that may be owed in connection with acquisitions and other investments because the ultimate amounts due are not presently known. As of September 30, 2016, the recorded amount of contingent consideration obligations where the amounts are not currently known was approximately \$35.9 million.

Contractual Obligations, Commitments and Contingencies on an Unconsolidated Basis

In the ordinary course of business, we enter into contractual arrangements that may require future cash payments. The following table sets forth information relating to anticipated future cash payments as of September 30, 2016 on an unconsolidated basis before the consolidation of funds and CFEs. This table differs from the table presented above which sets forth contractual commitments on a consolidated basis principally because this table excludes the

obligations of our consolidated funds and CFEs.

134

---

Table of Contents

Types of Contractual Obligations	Payments due by Period				Total
	<1 Year	1-3 Years	3-5 Years	>5 Years	
	(\$ in millions)				
Uncalled commitments to investment funds (1)	\$2,507.1	\$ —	\$ —	\$—	\$2,507.1
Debt payment obligations (2)	—	—	500.0	2,157.3	2,657.3
Interest obligations on debt (3)	152.3	300.3	268.4	2,525.8	3,246.8
Underwriting commitments (4)	11.0	—	—	—	11.0
Lending commitments (5)	47.6	—	—	—	47.6
Other commitments (6)	192.0	31.8	1.8	1.3	226.9
Lease obligations	51.5	91.2	59.7	15.4	217.8
Corporate real estate (7)	—	292.5	—	—	292.5
Total	\$2,961.5	\$ 715.8	\$ 829.9	\$4,699.8	\$9,207.0

These uncalled commitments represent amounts committed by us to fund a portion of the purchase price paid for each investment made by our investment funds which are actively investing. Because capital contributions are due (1) on demand, the above commitments have been presented as falling due within one year. However, given the size of such commitments and the rates at which our investment funds make investments, we expect that the capital commitments presented above will be called over a period of several years. See "—Liquidity—Liquidity Needs."

Represents the 2020 Senior Notes, 2043 Senior Notes, 2044 Senior Notes, KFN 2041 Senior Notes, KFN 2042 Senior Notes, and KFN Junior Subordinated Notes which are presented gross of unamortized discounts and net of (2) unamortized premiums. KFN's debt obligations are non-recourse to KKR beyond the assets of KFN. On October 25, 2016 KFN announced it will redeem all of its outstanding 8.375% Senior Notes due 2041. See discussion under "-Recent Developments."

These interest obligations on debt represent estimated interest to be paid over the maturity of the related debt obligation, which has been calculated assuming the debt outstanding at September 30, 2016 is not repaid until its (3) maturity. Future interest rates are assumed to be those in effect as of September 30, 2016, including both variable and fixed rates, as applicable, provided for by the relevant debt agreements. The amounts presented above include accrued interest on outstanding indebtedness.

(4) Represents various commitments in our capital markets business in connection with the underwriting of loans, securities and other financial instruments. These commitments are shown net of amounts syndicated.

(5) Represents obligations in our capital markets business to lend under various revolving credit facilities.

(6) Represents our commitment to MCS and investment commitments of KFN. See "—Liquidity—Liquidity Needs—Merchant Capital Solutions."

Represents the purchase price due upon delivery of a new KKR office being constructed, all or a portion of which (7) represents construction financing obtained by the developer and may be refinanced upon delivery of the completed office.

The commitment table above excludes contractual amounts owed under the tax receivable agreement, because the ultimate amount and timing of the amounts due are not presently known. As of September 30, 2016, a payable of \$133.1 million has been recorded in due to affiliates in the consolidated financial statements representing management's best estimate of the amounts currently expected to be owed under the tax receivable agreement. As of September 30, 2016, approximately \$19.0 million of cumulative cash payments have been made under the tax receivable agreement. See "—Liquidity Needs—Tax Receivable Agreement."

The commitment table above excludes certain contingent consideration payments that may be owed in connection with acquisitions and other investments because the ultimate amounts due are not presently known. As of September 30, 2016, the recorded amount of contingent consideration obligations where the amounts are not currently known was approximately \$35.9 million.



Table of Contents

In the normal course of business, we enter into contracts that contain a variety of representations and warranties that provide general indemnifications. In addition, certain of our consolidated funds and KFN have provided certain indemnities relating to environmental and other matters and have provided nonrecourse carve-out guarantees for fraud, willful misconduct and other customary wrongful acts, each in connection with the financing of certain real estate investments that we have made. Our maximum exposure under these arrangements is unknown as this would involve future claims that may be made against us that have not yet occurred. However, based on prior experience, we expect the risk of material loss to be low.

The partnership documents governing our carry-paying funds, including funds and vehicles relating to private equity, mezzanine, infrastructure, energy, direct lending and special situations investments, generally include a "clawback" provision that, if triggered, may give rise to a contingent obligation requiring the general partner to return amounts to the fund for distribution to the fund investors at the end of the life of the fund. Under a clawback obligation, upon the liquidation of a fund, the general partner is required to return, typically on an after-tax basis, previously distributed carry to the extent that, due to the diminished performance of later investments, the aggregate amount of carry distributions received by the general partner during the term of the fund exceed the amount to which the general partner was ultimately entitled, including the effects of any performance thresholds. Excluding carried interest received by the general partners of funds that were not contributed to us in the KPE Transaction, as of September 30, 2016, no carried interest was subject to this clawback obligation, assuming that all applicable carry paying funds were liquidated at their September 30, 2016 fair values. Had the investments in such funds been liquidated at zero value, the clawback obligation would have been \$2,310.8 million. Carried interest is recognized in the statement of operations based on the contractual conditions set forth in the agreements governing the fund as if the fund were terminated and liquidated at the reporting date and the fund's investments were realized at the then estimated fair values. Amounts earned pursuant to carried interest are earned by the general partner of those funds to the extent that cumulative investment returns are positive and where applicable, preferred return thresholds have been met. If these investment amounts earned decrease or turn negative in subsequent periods, recognized carried interest will be reversed and to the extent that the aggregate amount of carry distributions received by the general partner during the term of the fund exceed the amount to which the general partner was ultimately entitled, a clawback obligation would be recorded. For funds that are consolidated, this clawback obligation, if any, is reflected as an increase in noncontrolling interests in the consolidated statements of financial condition. For funds that are not consolidated, this clawback obligation, if any, is reflected as a reduction of our investment balance as this is where carried interest is initially recorded.

Prior to the KPE Transaction in 2009, certain principals who received carried interest distributions with respect to certain private equity funds contributed to us had personally guaranteed, on a several basis and subject to a cap, the contingent obligations of the general partners of such private equity funds to repay amounts to fund investors pursuant to the general partners' clawback obligations. The terms of the KPE Transaction require that principals remain responsible for any clawback obligations relating to carry distributions received prior to the KPE Transaction, up to a maximum of \$223.6 million. Through investment realizations, the principals' potential exposure has been reduced to \$148.4 million as of September 30, 2016. Using valuations as of September 30, 2016, no amounts are due with respect to the clawback obligation required to be funded by principals. Carry distributions arising subsequent to the KPE Transaction may give rise to clawback obligations that may be allocated generally to us and to persons who participate in the carry pool. Unlike the clawback obligation, we will be responsible for amounts due under a net loss sharing obligation and will indemnify principals for any personal guarantees that they have provided with respect to such amounts. In addition, guarantees of or similar arrangements relating to clawback or net loss sharing obligations in favor of third party investors in an individual investment partnership by entities we own may limit distributions of carried interest more generally.

## Off Balance Sheet Arrangements

Other than contractual commitments and other legal contingencies incurred in the normal course of our business, we do not have any off-balance sheet financings or liabilities.

#### Critical Accounting Policies

The preparation of our consolidated financial statements in accordance with GAAP requires our management to make estimates and judgments that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and reported amounts of fees, expenses and investment income. Our management bases these estimates and judgments on available information, historical experience and other assumptions that we believe are reasonable under the circumstances. However, these estimates, judgments and assumptions are often subjective and may be impacted negatively based on changing circumstances or changes in our analyses. If actual amounts are ultimately different from those estimated, judged or assumed, revisions are included in the consolidated financial statements in the period in which the actual amounts become known. We believe our critical accounting policies could potentially produce materially different results if we were to change underlying estimates, judgments or assumptions.

## Table of Contents

The following discussion details certain of our critical accounting policies. For a full discussion of all critical accounting policies, please see the notes to the consolidated financial statements "--Item 1. Condensed Consolidated Financial Statements (Unaudited)--Summary of Significant Accounting Policies."

### Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. Except for certain of KKR's equity method investments and debt obligations, KKR's investments and other financial instruments are recorded at fair value or at amounts whose carrying values approximate fair value. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation techniques are applied. These valuation techniques involve varying levels of management estimation and judgment, the degree of which is dependent on a variety of factors.

GAAP establishes a hierarchical disclosure framework which prioritizes and ranks the level of market price observability used in measuring financial instruments at fair value. Market price observability is affected by a number of factors, including the type of financial instrument, the characteristics specific to the financial instrument and the state of the marketplace, including the existence and transparency of transactions between market participants. Financial instruments with readily available quoted prices in active markets generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Financial instruments measured and reported at fair value are classified and disclosed based on the observability of inputs used in the determination of fair values, as follows:

#### Level I

Pricing inputs are unadjusted, quoted prices in active markets for identical assets or liabilities as of the measurement date. The types of financial instruments included in this category are publicly-listed equities, credit investments and securities sold short. We classified 9.7% of total investments measured and reported at fair value as Level I at September 30, 2016.

#### Level II

Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the measurement date, and fair value is determined through the use of models or other valuation methodologies. The types of financial instruments included in this category are credit investments, investments and debt obligations of consolidated CLO entities, convertible debt securities indexed to publicly-listed securities, less liquid and restricted equity securities and certain over-the-counter derivatives such as foreign currency option and forward contracts. We classified 36.9% of total investments measured and reported at fair value as Level II at September 30, 2016.

#### Level III

Pricing inputs are unobservable for the financial instruments and include situations where there is little, if any, market activity for the financial instrument. The inputs into the determination of fair value require significant management judgment or estimation. The types of financial instruments generally included in this category are private portfolio companies, real assets investments, credit investments, equity method investments for which the fair value option was elected and investments and debt obligations of consolidated CMBS entities. We classified 53.4% of total investments measured and reported at fair value as Level III at September 30, 2016. The valuation of our Level III investments at

September 30, 2016 represents management's best estimate of the amounts that we would anticipate realizing on the sale of these investments at such date.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset.

A significant decrease in the volume and level of activity for the asset or liability is an indication that transactions or quoted prices may not be representative of fair value because in such market conditions there may be increased instances of

## Table of Contents

transactions that are not orderly. In those circumstances, further analysis of transactions or quoted prices is needed, and a significant adjustment to the transactions or quoted prices may be necessary to estimate fair value.

The availability of observable inputs can vary depending on the financial asset or liability and is affected by a wide variety of factors, including, for example, the type of instrument, whether the instrument has recently been issued, whether the instrument is traded on an active exchange or in the secondary market, and current market conditions. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by us in determining fair value is greatest for instruments categorized in Level III. The variability and availability of the observable inputs affected by the factors described above may cause transfers between Levels I, II, and III, which we recognize at the beginning of the reporting period.

Investments and other financial instruments that have readily observable market prices (such as those traded on a securities exchange) are stated at the last quoted sales price as of the reporting date. We do not adjust the quoted price for these investments, even in situations where we hold a large position and a sale could reasonably affect the quoted price.

Management's determination of fair value is based upon the methodologies and processes described below and may incorporate assumptions that are management's best estimates after consideration of a variety of internal and external factors.

### Level II Valuation Methodologies

**Credit Investments:** These instruments generally have bid and ask prices that can be observed in the marketplace. Bid prices reflect the highest price that KKR and others are willing to pay for an instrument. Ask prices represent the lowest price that KKR and others are willing to accept for an instrument. For financial assets and liabilities whose inputs are based on bid-ask prices obtained from third party pricing services, fair value may not always be a predetermined point in the bid-ask range. KKR's policy is generally to allow for mid-market pricing and adjusting to the point within the bid-ask range that meets KKR's best estimate of fair value.

**Investments and Debt Obligations of Consolidated CLO Vehicles:** Investments of consolidated CLO vehicles are valued using the same valuation methodology as described above for credit investments. Under ASU 2014-13, KKR measures CLO debt obligations on the basis of the fair value of the financial assets of the CLO.

**Securities indexed to publicly-listed securities:** The securities are typically valued using standard convertible security pricing models. The key inputs into these models that require some amount of judgment are the credit spreads utilized and the volatility assumed. To the extent the company being valued has other outstanding debt securities that are publicly-traded, the implied credit spread on the company's other outstanding debt securities would be utilized in the valuation. To the extent the company being valued does not have other outstanding debt securities that are publicly-traded, the credit spread will be estimated based on the implied credit spreads observed in comparable publicly-traded debt securities. In certain cases, an additional spread will be added to reflect an illiquidity discount due to the fact that the security being valued is not publicly-traded. The volatility assumption is based upon the historically observed volatility of the underlying equity security into which the convertible debt security is convertible and/or the volatility implied by the prices of options on the underlying equity security.

**Restricted Equity Securities:** The valuation of certain equity securities is based on an observable price for an identical security adjusted for the effect of a restriction.

Derivatives: The valuation incorporates observable inputs comprising yield curves, foreign currency rates and credit spreads.

#### Level III Valuation Methodologies

Financial assets and liabilities categorized as Level III consist primarily of the following:

Private Equity Investments: We generally employ two valuation methodologies when determining the fair value of a private equity investment. The first methodology is typically a market comparables analysis that considers key financial inputs and recent public and private transactions and other available measures. The second methodology utilized is typically a discounted cash flow analysis, which incorporates significant assumptions and judgments. Estimates of key inputs used in this methodology include the weighted average cost of capital for the investment and assumed inputs used to calculate terminal values, such as exit EBITDA multiples. Other inputs are also used in both methodologies. Also, as discussed in greater detail under "—Business Environment" in this report and "Risk Factors—Risks Related to the Assets We Manage—Our investments

## Table of Contents

are impacted by various economic conditions that are difficult to quantify or predict, but may have a significant adverse impact on the value of our investments" in our Annual Report, a change in interest rates could have a significant impact on valuations. In certain cases the results of the discounted cash flow approach can be significantly impacted by these estimates. In addition, when a definitive agreement has been executed to sell an investment, KKR generally considers a significant determinant of fair value to be the consideration to be received by KKR pursuant to the executed definitive agreement.

Upon completion of the valuations conducted using these methodologies, a weighting is ascribed to each method, and an illiquidity discount is typically applied where appropriate. The ultimate fair value recorded for a particular investment will generally be within a range suggested by the two methodologies, except that the value may be higher or lower than such range in the case of investments being sold pursuant to an executed definitive agreement.

When determining the weighting ascribed to each valuation methodology, we consider, among other factors, the availability of direct market comparables, the applicability of a discounted cash flow analysis, the expected hold period and manner of realization for the investment, and in the case of investments being sold pursuant to an executed definitive agreement, the probability of such sale being completed. These factors can result in different weightings among investments in the portfolio and in certain instances may result in up to a 100% weighting to a single methodology. Across the Level III private equity investment portfolio, approximately 69.3% of the fair value is derived from investments that are valued based exactly 50% on market comparables and 50% on a discounted cash flow analysis. Less than 5% of the fair value of the Level III private equity investment portfolio is derived from investments that are valued either based 100% on market comparables or 100% on a discounted cash flow analysis. As of September 30, 2016, the overall weights ascribed to the market comparables methodology, the discounted cash flow methodology and a methodology based on pending sales for our Level III private equity investments were 38% and 45% and 17%, respectively.

When an illiquidity discount is to be applied, we seek to take a uniform approach across our portfolio and generally apply a minimum 5% discount to all private equity investments. We then evaluate such private equity investments to determine if factors exist that could make it more challenging to monetize the investment and, therefore, justify applying a higher illiquidity discount. These factors generally include (i) whether we are unable to freely sell the portfolio company or conduct an initial public offering of the portfolio company due to the consent rights of a third party or similar factors, (ii) whether the portfolio company is undergoing significant restructuring activity or similar factors and (iii) characteristics about the portfolio company regarding its size and/or whether the portfolio company is experiencing, or expected to experience, a significant decline in earnings. These factors generally make it less likely that a portfolio company would be sold or publicly offered in the near term at a price indicated by using just a market multiples and/or discounted cash flow analysis, and these factors tend to reduce the number of opportunities to sell an investment and/or increase the time horizon over which an investment may be monetized. Depending on the applicability of these factors, we determine the amount of any incremental illiquidity discount to be applied above the 5% minimum, and during the time we hold the investment, the illiquidity discount may be increased or decreased, from time to time, based on changes to these factors. The amount of illiquidity discount applied at any time requires considerable judgment about what a market participant would consider and is based on the facts and circumstances of each individual investment. Accordingly, the illiquidity discount ultimately considered by a market participant upon the realization of any investment may be higher or lower than that estimated by us in our valuations.

In the case of growth equity investments, enterprise values are determined using the market comparables analysis and discounted cash flow analysis described above. A scenario analysis may also be conducted to subject the estimated enterprise values to a downside, base and upside case. The enterprise value in each case may then be allocated across the investment's capital structure to reflect the terms of the security and subjected to probability weightings. In certain cases, the values of growth equity investments may be based on recent or expected financings and the companies' performance relative to key objectives or milestones.

Real Assets Investments: Real asset investments in infrastructure, energy and real estate are valued using one or more of the discounted cash flow analysis, market comparables analysis and direct income capitalization, which in each case incorporates significant assumptions and judgments. Infrastructure investments are generally valued using the discounted cash flow analysis. Key inputs used in this methodology include the weighted average cost of capital and assumed inputs used to calculate terminal values, such as exit EBITDA multiples. Energy investments are generally valued using a discounted cash flow analysis. Key inputs used in this methodology that require estimates include the weighted average cost of capital. In addition, the valuations of energy investments generally incorporate both commodity prices as quoted on indices and long-term commodity price forecasts, which may be substantially different from, and are currently higher than, commodity prices on certain indices for equivalent future dates. Certain energy investments do not include an illiquidity discount. Long-term commodity price forecasts are utilized to capture the value of the investments across a range of commodity prices within the energy investment portfolio associated with future development and to reflect a range of price expectations. Real estate investments are generally valued using a combination of direct income capitalization and discounted cash flow analysis. Key



## Table of Contents

inputs used in such methodologies that require estimates include an unlevered discount rate and current capitalization rate, and certain real estate investments do not include a minimum illiquidity discount. The valuations of real assets investments also use other inputs.

On a segment basis, our energy real asset investments in oil and gas producing properties as of September 30, 2016 had a fair value of approximately \$560 million. Based on this fair value, we estimate that an immediate, hypothetical 10% decline in the fair value of these energy investments from one or more adverse movements to the investments' valuation inputs would result in a decline in investment income of \$56.0 million and a decline in net income attributable to KKR & Co. L.P. of \$31.1 million, after deducting amounts that are attributable to noncontrolling interests held by KKR Holdings L.P. As of September 30, 2016, if we were to value our energy investments using only the commodity prices as quoted on indices and did not use long-term commodity price forecasts, and also held all other inputs to their valuation constant, we estimate that investment income would have been approximately \$66 million lower, resulting in a lower amount of net income attributable to KKR & Co. L.P. of approximately 55.6% of the overall decrease in investment income, after deducting amounts that are attributable to noncontrolling interests held by KKR Holdings L.P.

These hypothetical declines relate only to investment income. There would be no current impact on KKR's carried interest since all of the investment funds which hold these types of energy investments have investment values that are below their cost and as such are not currently accruing carried interest. Additionally, there would be no impact on fees since fees earned from investment funds which hold investments in oil and gas producing properties are based on either committed capital or capital invested.

For GAAP purposes, where KKR holds energy investments consisting of working interests in oil and gas producing properties directly and not through an investment fund, such working interests are consolidated based on the proportion of the working interests held by us. Accordingly, we reflect the assets, liabilities, revenues, expenses, investment income and cash flows of the consolidated working interests on a gross basis and changes in the value of these energy investments are not reflected as unrealized gains and losses in the consolidated statements of operations. Accordingly, a change in fair value for these investments does not result in a decrease in net gains (losses) from investment activities, but may result in an impairment charge reflected in general, administrative and other expenses. For segment purposes, these directly held working interests are treated as investments and changes in value are reflected in our segment results as unrealized gains and losses.

**Credit Investments:** Credit investments are valued using values obtained from dealers or market makers, and where these values are not available, credit investments are valued by us based on ranges of valuations determined by an independent valuation firm. Valuation models are based on discounted cash flow analyses, for which the key inputs are determined based on market comparables, which incorporate similar instruments from similar issuers.

**Other Investments:** With respect to other investments including equity method investments for which the fair value election has been made, we generally employ the same valuation methodologies as described above for private equity investments when valuing these other investments.

**Investments and Debt Obligations of Consolidated CMBS Vehicles:** Under ASU 2014-13, we measure CMBS investments on the basis of the fair value of the financial liabilities of the CMBS. Debt obligations of consolidated CMBS vehicles are valued based on discounted cash flow analyses. The key input is the expected yield of each CMBS security using both observable and unobservable factors, which may include recently offered or completed trades and published yields of similar securities, security-specific characteristics (e.g. securities ratings issued by nationally recognized statistical rating organizations, credit support by other subordinate securities issued by the CMBS and coupon type) and other characteristics.

Key unobservable inputs that have a significant impact on our Level III investment valuations as described above are included in Note 5 "Fair Value Measurements" of the financial statements included elsewhere in this report. We utilize several unobservable pricing inputs and assumptions in determining the fair value of our Level III investments. These unobservable pricing inputs and assumptions may differ by investment and in the application of our valuation methodologies. Our reported fair value estimates could vary materially if we had chosen to incorporate different unobservable pricing inputs and other assumptions or, for applicable investments, if we only used either the discounted cash flow methodology or the market comparables methodology instead of assigning a weighting to both methodologies. For valuations determined for periods other than at year end, various inputs may be estimated prior to the end of the relevant period.

#### Level III Valuation Process

The valuation process involved for Level III measurements is completed on a quarterly basis and is designed to subject the valuation of Level III investments to an appropriate level of consistency, oversight, and review.

140

---

Table of Contents

For Private Markets investments classified as Level III, investment professionals prepare preliminary valuations based on their evaluation of financial and operating data, company specific developments, market valuations of comparable companies and other factors. These preliminary valuations are reviewed by an independent valuation firm engaged by KKR to perform certain procedures in order to assess the reasonableness of KKR's valuations annually for all Level III investments in Private Markets and quarterly for investments other than certain investments, which have values less than pre-set value thresholds and which in the aggregate comprise less than 5% of the total value of KKR's Level III Private Markets investments. For credit investments, an independent valuation firm is generally engaged by KKR with respect to most investments classified as Level III. The valuation firm either provides a valuation range from which KKR's investment professionals select a point in the range to determine the preliminary valuation or performs certain procedures in order to assess the reasonableness and provide positive assurance of KKR's valuations. After reflecting any input from the independent valuation firm, the valuation proposals are submitted to their respective valuation sub-committees. As of September 30, 2016, less than 5% of the total value of our Level III credit investments are not valued with the engagement of an independent valuation firm.

KKR has a global valuation committee comprised of senior employees including investment professionals and professionals from business operations functions, and includes our Chief Financial Officer, General Counsel and Chief Compliance Officer. The global valuation committee is assisted by valuation sub-committees and investment professionals for each business strategy. All preliminary Level III valuations are reviewed and approved by the valuation sub-committees for private equity, real estate, energy and infrastructure and credit, as applicable. When Level III valuations are required to be performed on hedge fund investments, a valuation sub-committee for hedge funds reviews these valuations. The valuation sub-committees are responsible for the review and approval of valuations in their respective business lines on a quarterly basis. The members of the valuation sub-committees are comprised of investment professionals, including the heads of each respective strategy, and professionals from business operations functions such as legal, compliance and finance, who are not primarily responsible for the management of the investments.

The global valuation committee provides general oversight of the valuation sub-committees. The global valuation committee is responsible for coordinating and implementing the firm's valuation process to ensure consistency in the application of valuation principles across portfolio investments and between periods. All valuations are subject to approval by the global valuation committee. When valuations are approved by the global valuation committee after reflecting any input from it, the valuations of Level III investments, as well as the valuations of Level I and Level II investments, are presented to the audit committee of the board of directors of the general partner of KKR & Co. L.P. and are then reported to the board of directors.

As of September 30, 2016, upon completion by, where applicable, an independent valuation firm of certain limited procedures requested to be performed by them on certain investments, the independent valuation firm concluded that the fair values, as determined by KKR, of those investments reviewed by them were reasonable. The limited procedures did not involve an audit, review, compilation or any other form of examination or attestation under generally accepted auditing standards and were not conducted on all Level III investments. We are responsible for determining the fair value of investments in good faith, and the limited procedures performed by an independent valuation firm are supplementary to the inquiries and procedures that we are required to undertake to determine the fair value of the commensurate investments.

As described above, Level II and Level III investments were valued using internal models with significant unobservable inputs and our determinations of the fair values of these investments may differ materially from the values that would have resulted if readily observable inputs had existed. Additional external factors may cause those values, and the values of investments for which readily observable inputs exist, to increase or decrease over time, which may create volatility in our earnings and the amounts of assets and partners' capital that we report from time to

time.

Changes in the fair value of investments impacts the amount of carried interest that is recognized as well as the amount of investment income that is recognized for investments held directly and through our consolidated funds as described below. We estimate that an immediate 10% decrease in the fair value of investments held directly and through consolidated investment funds generally would result in a commensurate change in the amount of net gains (losses) from investment activities for investments held directly and through investment funds and a more significant impact to the amount of carried interest recognized, regardless of whether the investment was valued using observable market prices or management estimates with significant unobservable pricing inputs. With respect to consolidated investment funds, the impact that the consequential decrease in investment income would have on net income attributable to KKR would generally be significantly less than the amount described above, given that a majority of the change in fair value of our consolidated funds would be attributable to noncontrolling interests and therefore we are only impacted to the extent of our carried interest and our balance sheet investments.

141

---

## Table of Contents

As of September 30, 2016, there were no investments which represented greater than 5% of total investments on a GAAP basis. On a segment basis, as of September 30, 2016, investments which represented greater than 5% of total reportable segments investments consisted of only First Data Corporation valued at \$1,047.4 million. Our investment income can be impacted by volatility in the public markets related to our holdings of publicly traded securities, including our sizable holdings of First Data Corporation (NYSE: FDC) and Walgreens Boots Alliance, Inc. (NASDAQ: WBA). For the three months ended September 30, 2016, the increase in the stock price of First Data Corporation increased economic net income on a segment basis by approximately \$205 million. For the nine months ended September 30, 2016, the reduction in the stock price of First Data Corporation reduced economic net income on a segment basis by approximately \$275 million. See "--Business Environment" for a discussion on the impact of global equity markets on our financial condition and "--Segment Balance Sheet" for additional information regarding our largest holdings on a segment basis.

### Recognition of Investment Income

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. As a result of this adoption, the Net Gains (Losses) from Investment Activities attributed to third party limited partners in our investment funds that had previously been consolidated are not included in the statement of operations effective with the adoption of ASU 2015-02 on January 1, 2016.

Investment income consists primarily of the net impact of: (i) realized and unrealized gains and losses on investments, (ii) dividends, (iii) interest income, (iv) interest expense and (v) foreign exchange gains and losses relating to mark-to-market activity on foreign exchange forward contracts, foreign currency options, foreign denominated debt and debt securities issued by consolidated CFEs. Unrealized gains or losses resulting from the aforementioned activities are included in net gains (losses) from investment activities. Upon disposition of an instrument that is marked-to-market, previously recognized unrealized gains or losses are reversed and a realized gain or loss is recognized. While this reversal generally does not significantly impact the net amounts of gains (losses) that we recognize from investment activities, it affects the manner in which we classify our gains and losses for reporting purposes.

Subsequent to the adoption of ASU 2015-02, certain of our investment funds continue to be consolidated. When a fund is consolidated, the portion of our funds' investment income that is allocable to our carried interests and capital investments is not shown in the consolidated financial statements. For funds that are consolidated, all investment income (loss), including the portion of a funds' investment income (loss) that is allocable to KKR's carried interest, is included in investment income (loss) on the consolidated statements of operations. The carried interest that KKR retains in net income (loss) attributable to KKR & Co. L.P. is reflected as an adjustment to net income (loss) attributable to noncontrolling interests. However, because certain of our funds remain consolidated and because we hold a minority economic interest in these funds' investments, our share of the investment income is less than the total amount of investment income presented in the consolidated financial statements for these consolidated funds.

### Recognition of Carried Interest in the Statement of Operations

Carried interest entitles the general partner of a fund to a greater allocable share of the fund's earnings from investments relative to the capital contributed by the general partner and correspondingly reduces noncontrolling interests' attributable share of those earnings. Carried interest is earned by the general partner of those funds to the extent that cumulative investment returns are positive and where applicable, preferred return thresholds have been met. If these investment returns decrease or turn negative in subsequent periods, recognized carried interest will be reversed and reflected as losses in the statement of operations. For funds that are not consolidated, amounts earned pursuant to carried interest are included in fees and other in the consolidated statements of operations. Amounts

earned pursuant to carried interest at consolidated funds are eliminated from fees and other upon consolidation of the fund and are included as investment income (loss) in net gains (losses) from investment activities along with all of the other investment gains and losses at the consolidated fund.

As indicated above, on January 1, 2016, KKR adopted ASU 2015-02, which resulted in the de-consolidation of most of KKR's investment funds that had been consolidated prior to such date. As a result of this adoption, most of the carried interest earned from unconsolidated funds is no longer eliminated in consolidation and is reflected in fees and other subsequent to the adoption.

Carried interest is recognized in the statement of operations based on the contractual conditions set forth in the agreements governing the fund as if the fund were terminated and liquidated at the reporting date and the fund's investments were realized at the then estimated fair values. Due to the extended durations of our private equity funds, we believe that this approach results in income recognition that best reflects our periodic performance in the management of those funds. Amounts earned pursuant to carried interest are earned by the general partner of those funds to the extent that cumulative investment returns are positive

## Table of Contents

and where applicable, preferred return thresholds have been met. If these investment amounts earned decrease or turn negative in subsequent periods, recognized carried interest will be reversed and to the extent that the aggregate amount of carry distributions received by the general partner during the term of the fund exceed the amount to which the general partner was ultimately entitled, a clawback obligation would be recorded. For funds that are not consolidated, this clawback obligation, if any, is reflected as a reduction of our investment balance as this is where carried interest is initially recorded. For funds that are consolidated, this clawback obligation, if any, is reflected as an increase in noncontrolling interests in the consolidated statements of financial condition.

Most of our historical private equity funds that provide for carried interest do not have a preferred return. For these funds, the management company is required to refund up to 20% of any management fees earned from its limited partners in the event that the fund recognizes carried interest. At such time as the fund recognizes carried interest in an amount sufficient to cover 20% of the management fees earned or a portion thereof, a liability due to the fund's limited partners is recorded and revenue is reduced for the amount of the carried interest recognized, not to exceed 20% of the management fees earned. The refunds to the limited partners are paid, and liabilities relieved, at such time that the underlying investment is sold and the associated carried interest is realized. In the event that a fund's carried interest is not sufficient to cover all or a portion of the amount that represents 20% of the earned management fees, such management fees would be retained and not returned to the funds' limited partners.

Most of our newer investment funds that provide for carried interest, however, have a preferred return. In this case, the management company does not refund the management fees earned from the limited partners of the fund as described above. Instead, the management fee is effectively returned to the limited partners through a reduction of the realized gain on which carried interest is calculated. To calculate the carried interest, KKR calculates whether a preferred return has been achieved based on an amount that includes all of the management fees paid by the limited partners as well as the other capital contributions and expenses paid by them to date. To the extent the fund has exceeded the preferred return at the time of a realization event, and subject to any other conditions for the payment of carried interest like netting holes, carried interest is distributed to the general partner. Until the preferred return is achieved, no carried interest is recorded. Thereafter, the general partner is entitled to a catch up allocation such that the general partner's carried interest is paid in respect of all of the fund's net gains, including the net gains used to pay the preferred return, until the general partner has received the full percentage amount of carried interest that the general partner is entitled to under the terms of the fund. In general, investment funds that entitle the management company to receive an incentive fee have a preferred return and are calculated on a similar basis that takes into account management fees paid.

### Recently Issued Accounting Pronouncements

For a full discussion of recently issued accounting pronouncements, please see the notes to the condensed consolidated financial statements "--Item 1. Condensed Consolidated Financial Statements (Unaudited)--Summary of Significant Accounting Policies."

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

There was no material change in our market risks during the three months ended September 30, 2016. For additional information, please refer to our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 26, 2016.

### Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures: We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that the information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and such information is accumulated and communicated to management, including the Co-Chief Executive Officers and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurances of achieving the desired controls.

As of September 30, 2016, we carried out an evaluation, under the supervision and with the participation of our management, including the Co-Chief Executive Officers and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our Co-Chief Executive Officers and Chief



Table of Contents

Financial Officer have concluded that, as of September 30, 2016, our disclosure controls and procedures were effective to accomplish their objectives at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting: There were no changes in our internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the three months ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings.

The section entitled “Litigation” appearing in Note 17 “Commitments and Contingencies” of our financial statements included elsewhere in this report is incorporated herein by reference.

ITEM 1A. Risk Factors.

For a discussion of our potential risks and uncertainties, see the information under the heading “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and subsequent quarterly reports on Form 10-Q, which are each filed with the SEC. In addition, to our knowledge, none of our activities during quarter ended September 30, 2016, are required to be disclosed pursuant to the Iran Threat Reduction and Syrian Human Rights Act of 2012, except as disclosed in Exhibit 99.1 to this report, which is incorporated herein by reference. Such information updates, and should be read in conjunction with, the risk factors and information disclosed in our Annual Report on Form 10-K and subsequent quarterly reports on Form 10-Q filed with the SEC.

Table of Contents

## ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

## Common Unit Repurchases in the Third Quarter of 2016

The table below sets forth the information with respect to purchases made by or on behalf of KKR & Co. L.P. or any “affiliated purchaser” (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934) of our common units during the third quarter of 2016.

## Issuer Purchases of Common Units

(amounts in thousands, except unit and per unit amounts)

	Total Number of Units Purchased	Average Price Paid Per Unit	Cumulative Number of Units Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Units that May Yet Be Purchased Under the Plans or Programs
Month #1 (July 1, 2016 to July 31, 2016)	1,308,700	\$ 12.62	30,632,247	\$ 56,338
Month #2 (August 1, 2016 to August 31, 2016)	372,100	\$ 14.76	31,004,347	\$ 50,845
Month #3 (September 1, 2016 to September 30, 2016)	303,381	\$ 15.42	31,307,728	\$ 46,166
Total through September 30, 2016	1,984,181			
Purchases subsequent to September 30, 2016: (October 1, 2016 to October 13, 2016)	174,600	\$ 12.86	31,482,328	\$ 43,920
Total through October 13, 2016	2,158,781			

(1) On October 27, 2015, KKR announced the authorization of a program providing for the repurchase by KKR of up to \$500 million in the aggregate of its outstanding common units. Under this unit repurchase program, units may be repurchased from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing, manner, price and amount of any unit repurchases will be determined by KKR in its discretion and will depend on a variety of factors, including legal requirements, price and economic and market conditions. KKR expects that the program, which has no expiration date, will be in effect until the maximum approved dollar amount has been used to repurchase common units. The program does not require KKR to repurchase any specific number of common units, and the program may be suspended, extended, modified or discontinued at any time.

Subsequent to the third quarter of 2016, in addition to the units repurchased as described in the table above, (1) cash was used to pay the amount of withholding taxes, social benefit payments or similar payments payable by us in

respect of awards granted pursuant to the Equity Incentive Plan and (2) cash was delivered in respect of certain awards granted pursuant to the Equity Incentive Plan and Other Exchangeable Securities. These payments amounted to approximately \$23.5 million and represented the equivalent of equity awards representing 1,646,410 KKR common units. Since cash was used to settle the amounts in (1) and (2) above, 1,646,410 KKR common units were canceled, and accordingly, such units are no longer included in KKR's common unit count on a fully diluted basis.

Additionally, during the third quarter of 2016, 1,986,859 KKR Group Partnership Units were exchanged by KKR Holdings and its principals for an equal number of our common units, resulting in an increase in our ownership of the KKR Group Partnerships and a corresponding decrease in the ownership of the KKR Group Partnerships by KKR Holdings.

ITEM 3. Defaults Upon Senior Securities.

Not applicable.

ITEM 4. Mine Safety Disclosures.

Not applicable.

Table of Contents

ITEM 5. Other Information.

On November 2, 2016, the board of directors of the general partner of KKR consented to a modification of the KKR Holdings units subject to market price and service-based vesting requirements that were previously awarded to each of our Chief Administrative Officer, Chief Financial Officer, and General Counsel and Secretary on February 25, 2016. Such awards were modified by the general partner of KKR Holdings L.P. to eliminate the market price vesting condition and modify the service-based vesting schedule to provide that the awards will vest in equal annual installments beginning on May 1, 2017 and ending May 1, 2021, subject to the grantee's continued service through the applicable service vesting dates. These awards are subject to additional transfer restrictions after vesting and minimum retained ownership requirements. These modified awards were granted from outstanding but previously unallocated units of KKR Holdings L.P., and consequently do not increase the number of KKR Holdings units outstanding. The expense associated with these awards will not impact economic net income as reported on a segment basis.

ITEM 6. Exhibits.

Required exhibits are listed in the Index to Exhibits and are incorporated herein by reference.

Table of Contents

SIGNATURES

Pursuant to requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KKR & CO. L.P.

By: KKR Management LLC  
Its General Partner

By: /s/ William J. Janetschek  
William J. Janetschek  
Chief Financial Officer  
(principal financial and accounting officer of KKR Management LLC)

DATE: November 4, 2016

148

---

Table of Contents

INDEX TO EXHIBITS

The following is a list of all exhibits filed or furnished as part of this report:

Exhibit No.	Description of Exhibit
31.1	Certification of Co-Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Co-Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.3	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Section 13(r) Disclosure
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Statements of Financial Condition as of September 30, 2016 and December 31, 2015, (ii) the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and September 30, 2015, (iii) the Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2016 and September 30, 2015; (iv) the Condensed Consolidated Statements of Changes in Equity for the nine months ended September 30, 2016 and September 30, 2015, (v) the Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and September 30, 2015, and (vi) the Notes to the Condensed Consolidated Financial Statements.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.