

KKR Holdings L.P
Form 4
November 09, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR Holdings L.P

2. Issuer Name and Ticker or Trading Symbol
KKR & Co. Inc. [KKR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O KKR & CO. INC., 9 WEST
57TH STREET, 42ND FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code V	(A) (D)				
KKR Group Partnership Units ⁽¹⁾	<u>(2)</u>	11/07/2018	J ⁽¹⁾⁽²⁾	4,025,754	<u>(2)</u>	<u>(2)</u>	Class A common stock	4,025,754

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KKR Holdings L.P.
 C/O KKR & CO. INC.
 9 WEST 57TH STREET, 42ND FLOOR
 NEW YORK, NY 10019

Signatures

/s/ Christopher Lee, Attorney-in-fact 11/09/2018

 Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On November 7, 2018, KKR Holdings L.P. distributed 4,025,754 KKR Group Partnership Units (which refers collectively to Class A partner interests in each of KKR Management Holdings L.P., KKR Fund Holdings L.P. and KKR International Holdings L.P.) along with shares of Class C common stock of KKR & Co. Inc. to certain KKR employees and other persons.
- (2) These KKR Group Partnership Units together with shares of Class C common stock were exchanged by those employees and other persons for shares of Class A common stock of KKR & Co. Inc. on a one-for-one basis pursuant to an exchange agreement as disclosed in KKR & Co. Inc.'s prospectus dated September 21, 2011, filed with the Securities and Exchange Commission (the "SEC") on September 23, 2011, as amended by a post-effective amendment filed with the SEC on July 2, 2018. As a result, KKR & Co. Inc.'s percentage ownership in the KKR Group Partnerships (consisting of KKR Management Holdings L.P., KKR Fund Holdings L.P. and KKR International Holdings L.P.) increased, and KKR Holdings L.P.'s percentage ownership in them decreased.

Remarks:

Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing is true and correct.

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