

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| NUTTALL SCOTT C | | KKR & Co. Inc. [KKR] | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Co-Chief Executive Officer | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O KKR & CO. INC., 30 HUDSON YARDS | | 10/8/2021 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| NEW YORK, NY 10001 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|-------|--|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| KKR Holdings L.P. Units | (1) | 10/8/2021 | | J (2) | | 1150000 (2) | | (1) | (1) | Common Stock | 1150000 (2) | \$0 | 15912621 | D | |
| KKR Holdings L.P. Units | (1) | | | | | | | (1) | (1) | Common Stock | 9699319 | | 1450000 | I | See footnote (3) |
| KKR Holdings L.P. Units | (1) | | | | | | | (1) | (1) | Common Stock | 370578 | | 118673 | I | By Trust |

Explanation of Responses:

- Pursuant to an exchange agreement as disclosed in KKR & Co. Inc.'s prospectus dated September 21, 2011, filed with the Securities and Exchange Commission ("SEC") on September 23, 2011, as amended by a post-effective amendment filed with the SEC on July 2, 2018, units of KKR Holdings L.P. are exchangeable for KKR Group Partnership Units (which term refers to Class A partner interests in KKR Group Partnership L.P.) along with shares of Series II preferred stock of KKR & Co. Inc. on a one-for-one basis, and KKR Group Partnership Units and shares of Series II preferred stock are exchangeable for shares of common stock of KKR & Co. Inc. on a one-for-one basis.
- Following a consent of the board of directors of KKR & Co. Inc. to the allocation of units of KKR Holdings L.P. to the Reporting Person, units of KKR Holdings L.P. were granted to the Reporting Person on October 8, 2021. Of these units, 70% are vested and the remaining 30% will vest on October 1, 2022, subject to the Reporting Person's continued service through the vesting date. This grant does not change the number of shares of common stock of KKR & Co. Inc. on a fully-diluted basis.
- These securities are held by a limited partnership, whose general partner is a limited liability company over which the Reporting Person has investment discretion.

Remarks:

Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing shall not be an admission that the Reporting Person is the beneficial owner of any of the securities reported herein as indirectly owned, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest therein.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|----------|-----------|---------|
| | | Director | 10% Owner | Officer |

| | | | |
|--|----------|-----------------------------------|--|
| NUTTALL SCOTT C C/O KKR & CO. INC. 30 HUDSON YARDS NEW YORK, NY 10001 | X | Co-Chief Executive Officer | |
|--|----------|-----------------------------------|--|

Signatures

/s/ Christopher Lee, Attorney-in-fact

10/12/2021

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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