

FORM 4

OMB APPROVAL
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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**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * KKR Group Partnership L.P. <small>(Last) (First) (Middle)</small> 30 HUDSON YARDS, <small>(Street)</small> NEW YORK, NY 10001 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol AppLovin Corp [APP] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/13/2024</p> 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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			
Class A Common Stock	5/13/2024		C ⁽¹⁾		17,700,000	A	(1)	17,866,567	I	See footnotes ⁽²⁾ ⁽³⁾
Class A Common Stock	5/13/2024		S		17,500,000	D	\$83.36	366,567	I	See footnotes ⁽²⁾ ⁽³⁾
Class A Common Stock	5/13/2024		J ⁽⁴⁾		229,773	D	\$0	136,794	I	See footnotes ⁽²⁾ ⁽³⁾
Class A Common Stock	5/13/2024		G ⁽⁶⁾		19,789	D	\$0	0	I	See footnote ⁽⁶⁾
Class A Common Stock	5/13/2024		G ⁽⁷⁾		38,308	D	\$0	0	I	See footnote ⁽⁷⁾

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

1. Title of Derivative 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				
Class B Common Stock	⁽⁵⁾	5/13/2024		C ⁽¹⁾		17,700,000		⁽⁵⁾	⁽⁵⁾	Class A Common Stock	17,700,000	\$0	5,205,489	I	See footnotes ⁽²⁾ ⁽³⁾

Explanation of Responses:

- (1) Represents a conversion of shares of Class B common stock, par value \$0.00003 per share ("Class B Common Stock"), of AppLovin Corporation (the "Issuer") into an equal number of shares of Class A common stock, \$0.00003 par value per share ("Class A Common Stock"), of the Issuer.
- (2) The securities reported herein are held by KKR Denali Holdings L.P. KKR Denali Holdings GP LLC is the general partner of KKR Denali Holdings L.P. KKR Americas Fund XII L.P. is the managing member of KKR Denali Holdings GP LLC. KKR Associates Americas XII L.P. is the general partner of KKR Americas Fund XII L.P. KKR Americas XII Limited is the general partner of KKR Associates Americas XII L.P. KKR Group Partnership L.P. is the sole shareholder of KKR Americas XII Limited. KKR Group Holdings Corp. is the general partner of KKR Group Partnership L.P. KKR Group Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR & Co. Inc. is the sole shareholder of KKR Group Co. Inc. KKR Management LLP is the Series I preferred stockholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the founding partners of KKR Management LLP.

- (3) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (4) Represents distributions of such shares in connection with the sale reported herein by KKR Denali Holdings L.P. and certain of its affiliates to their respective partners and shareholders as in-kind distributions. These in-kind distributions are for the purpose of the ultimate recipients making charitable donations of shares of common stock.
- (5) Shares of Class B Common Stock of the Issuer are exchangeable at any time, at the option of the holder and automatically in connection with certain transfers and upon certain other events, into an equal number of shares of Class A Common Stock of the Issuer.
- (6) Represents the donation by the George R. Roberts 2003 Revocable Trust of shares received in the in-kind distribution described in footnote (4) above.
- (7) Represents the donation by Henry R. Kravis of shares received in the in-kind distribution described in footnote (4) above.

Remarks:
Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 4.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Group Partnership L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Group Holdings Corp. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Group Co. Inc. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR & Co. Inc. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Management LLP 30 HUDSON YARDS NEW YORK, NY 10001		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 2800 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		

Signatures

KKR GROUP PARTNERSHIP L.P. By: KKR Group Holdings Corp., its general partner By: /s/ Christopher Lee Name: Christopher Lee Title: Secretary	5/15/2024 Date
<small>**Signature of Reporting Person</small>	
KKR GROUP HOLDINGS CORP. By: /s/ Christopher Lee Name: Christopher Lee Title: Secretary	5/15/2024 Date
<small>**Signature of Reporting Person</small>	
KKR GROUP CO. INC. By: /s/ Christopher Lee Name: Christopher Lee Title: Secretary	5/15/2024 Date
<small>**Signature of Reporting Person</small>	
KKR & CO. INC. By: /s/ Christopher Lee Name: Christopher Lee Title: Secretary	5/15/2024 Date
<small>**Signature of Reporting Person</small>	
KKR MANAGEMENT LLP By: /s/ Christopher Lee Name: Christopher Lee Title: Assistant Secretary	5/15/2024 Date
<small>**Signature of Reporting Person</small>	
HENRY R. KRAVIS By: /s/ Christopher Lee Name: Christopher Lee Title: Attorney-in-fact	5/15/2024 Date
<small>**Signature of Reporting Person</small>	
GEORGE R. ROBERTS By: /s/ Christopher Lee Name: Christopher Lee Title: Attorney-in-fact	5/15/2024 Date
<small>**Signature of Reporting Person</small>	

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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