

# **WILLBROS GROUP, INC.\NEW**

Reported by  
**KKR & CO. INC.**

## **FORM 4** (Statement of Changes in Beneficial Ownership)

Filed 06/05/18 for the Period Ending 06/01/18

Address 4400 POST OAK PARKWAY, SUITE 1000  
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SIC Code 1389 - Oil and Gas Field Services, Not Elsewhere Classified  
Fiscal Year 12/31

# FORM 4

**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

<b>1. Name and Address of Reporting Person *</b>  <b>KKR Credit Advisors (US) LLC</b>  (Last) (First) (Middle)  <b>555 CALIFORNIA STREET, 50TH FLOOR,</b>  (Street)  <b>SAN FRANCISCO, CA 94104</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Willbros Group, Inc.\NEW\ [ WG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/1/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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				
Common Stock, \$0.05 par value	6/1/2018		J	(1)	10125410	D	\$0.6	(2)	0	I	See footnotes (3)(4)

**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				

**Explanation of Responses:**

- (1) On June 1, 2018, Primoris Services Corporation ("Parent"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Parent and Waco Acquisition Vehicle, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), dated as of March 27, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Parent (the "Merger").
- (2) At the effective time of the Merger, each outstanding share of common stock, par value \$0.05 per share, of the Issuer ("Common Stock") (other than certain excluded shares), automatically converted into the right to receive \$0.60 per share in cash, without interest.
- (3) Represents the aggregate number of shares of Common Stock held in investment funds for which KKR Credit Advisors (US) LLC ("KKR Credit") or any of its subsidiaries serves as an investment advisor.
- (4) Kohlberg Kravis Roberts & Co. L.P. is the holder of all of the outstanding equity interests in KKR Credit. KKR Management Holdings L.P. is the general partner of Kohlberg Kravis Roberts & Co. L.P, and KKR Management Holdings Corp. is the general partner of KKR Management Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Management Holdings Corp. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

**Remarks:**

Each Reporting Person disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, any Reporting Person is the beneficial owner of any equity securities covered by this statement.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

KKR Credit Advisors (US) LLC 555 CALIFORNIA STREET, 50TH FLOOR SAN FRANCISCO, CA 94104		X		
Kohlberg Kravis Roberts & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management Holdings Corp C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		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 CREDIT ADVISORS (US) LLC By: /s/ Nicole J. Macarchuk Name: Nicole J. Macarchuk Title: General Counsel** **6/5/2018**

**\*\*Signature of Reporting Person**

Date

**KOHLBERG KRAVIS ROBERTS & CO. L.P. By:/s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer** **6/5/2018**

**\*\*Signature of Reporting Person**

Date

**KKR MANAGEMENT HOLDINGS L.P. By: KKR Management Holdings Corp., its general partner By: /s/ Terence P. Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer** **6/5/2018**

**\*\*Signature of Reporting Person**

Date

**KKR MANAGEMENT HOLDINGS CORP. By: /s/ Terence P. Gallagher \_Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer** **6/5/2018**

**\*\*Signature of Reporting Person**

Date

**KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director** **6/5/2018**

**\*\*Signature of Reporting Person**

Date

**KKR GROUP LIMITED By: /s/ Terence P. Gallagher. Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director** **6/5/2018**

**\*\*Signature of Reporting Person**

Date

**KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

**6/5/2018**

—Signature of Reporting Person

Date

**KKR MANAGEMENT LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

**6/5/2018**

—Signature of Reporting Person

Date

**HENRY R. KRAVIS By: /s/ Terence P. Gallagher Name: Terence Gallagher Title: Attorney-in-fact**

**6/5/2018**

—Signature of Reporting Person

Date

**GEORGE R. ROBERTS By: /s/ Terence P. Gallagher Name: Terence Gallagher Title: Attorney-in-fact**

**6/5/2018**

—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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