

KKR & CO. INC.

Reported by
NUTTALL SCOTT C

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/03/17 for the Period Ending 11/02/17

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CIK	0001404912
Symbol	KKR
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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

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. L.P. [KKR]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Co-President & Co-COO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O KKR & CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR		11/2/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10019				<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				
Restricted Equity Units	(1)	11/2/2017		A		1500000		(1)	(1)	Common Units	1500000	\$0	1500000	D	
Restricted Equity Units	(2)	11/2/2017		A		2500000		(2)	(2)	Common Units	2500000	\$0	2500000	D	
KKR Holdings L.P. Units	(3)	11/2/2017		J (4)		4850000 (4)		(3)	(3)	Common Units	4850000 (4)	\$0	16512621	D	
KKR Holdings L.P. Units	(3)							(3)	(3)	Common Units	118673		118673	I	By Trust
KKR Holdings L.P. Units	(3)							(3)	(3)	Common Units	700000		700000	I	By Limited Partnership

Explanation of Responses:

- These restricted equity units were approved for grant under the KKR & Co. L.P. 2010 Equity Incentive Plan and will generally vest in five annual installments on October 1 of each year as follows: 10% in 2018, 15% in 2019, 20% in 2020, 25% in 2021 and 30% in 2022, subject to the Reporting Person's continued service through each vesting date. Upon vesting, each restricted equity unit may be settled by delivery of one common unit of KKR & Co. L.P.
- These restricted equity units were approved for grant under the KKR & Co. L.P. 2010 Equity Incentive Plan and are subject to a market price-based vesting condition, where all of such units will vest upon the market price of KKR common units reaching and maintaining \$40 per unit for 10 consecutive trading days on or prior to December 31, 2022, subject to the Reporting Person's continued service to the time of such vesting. Upon vesting, each restricted equity unit may be settled by delivery of one common unit of KKR & Co. L.P.
- Pursuant to an exchange agreement as contemplated by KKR & Co. L.P.'s prospectus dated September 21, 2011, filed with the Securities and Exchange Commission on September 23, 2011, units of KKR Holdings L.P. are exchangeable for KKR Group Partnership Units (which term 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.) on a one-for-one basis, and KKR Group Partnership Units are exchangeable for common units of KKR & Co. L.P. on a one-for-one basis.
- On November 2, 2017, the board of directors of the general partner of KKR & Co. L.P. consented to the allocation of units of KKR Holdings L.P. to the Reporting Person. These units will generally vest in five annual installments on October 1 of each year as follows: 10% in 2018, 15% in 2019, 20% in 2020, 25% in 2021 and 30% in 2022, subject to the Reporting Person's continued service through each vesting date. This grant does not change the number of common units of KKR & Co. L.P. on a fully-diluted basis.

Remarks:

Pursuant to Rule 16a-1(a)(4) of 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 held, 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	Other
NUTTALL SCOTT C C/O KKR & CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019	X		Co-President & Co-COO	

Signatures

/s/ Christopher Lee, Attorney-in-fact

11/3/2017

**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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