

KKR & CO. INC.
Reported by
JANETSCHKEK WILLIAM J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/04/16 for the Period Ending 11/02/16

Address	9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY, 10019
Telephone	212-750-8300
CIK	0001404912
Symbol	KKR
SIC Code	6282 - Investment Advice
Industry	Investment Management & Fund Operators
Sector	Financials
Fiscal Year	12/31

FORM 4

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

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).

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 * Janetschek William J (Last) (First) (Middle) C/O KKR & CO. L.P., 9 WEST 57TH STREET,, 42ND FLOOR (Street) NEW YORK,, NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol KKR & Co. L.P. [KKR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/2/2016</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	<u>(1)</u>	11/2/2016		J	<u>(2)</u>	550000	<u>(1)</u>	<u>(3)</u>	<u>(1)</u>	<u>(3)</u>	Common Units	550000	<u>(2)</u>	3720827	<u>(2)</u>	D

Explanation of Responses:

- (1) 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.
- (2) As previously reported in a Form 4 filed on February 25, 2016, these units of KKR Holdings L.P. were previously granted to the Reporting Person in connection with his service to the company. On November 2, 2016, the board of directors of the general partner of KKR & Co. L.P. consented to a modification to such units, and such units were modified by the general partner of KKR Holdings L.P. to eliminate the market price vesting condition and modify the service-based vesting schedule, to provide that the units will vest in equal annual installments beginning on May 1, 2017 and ending May 1, 2021, subject to the Reporting Person's continued service through the applicable vesting dates.
- (3) These units will vest in equal annual installments beginning on May 1, 2017 and ending May 1, 2021, subject to the Reporting Person's continued service through the applicable vesting dates.

Remarks:

The Reporting Person states that this filing shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, that the transaction reported herein was subject to Section 16 of the Securities Exchange Act of 1934.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Janetschek William J C/O KKR & CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR NEW YORK,, NY 10019			Chief Financial Officer	

Signatures

/s/ Christopher Lee, as Attorney-in-Fact

—Signature of Reporting Person

11/4/2016

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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