

# **KKR & CO. INC.**

Reported by  
**NUTTALL SCOTT C**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/03/19 for the Period Ending 10/01/19

|             |   |
|-------------|---|
| Address     | 9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY, 10019 |
| Telephone   | 212-750-8300  |
| CIK         | 0001404912  |
| Symbol      | KKR   |
| Fiscal Year | 12/31   |

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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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><br><br><b>NUTTALL SCOTT C</b><br><br>(Last) (First) (Middle)<br><br><b>C/O KKR &amp; CO. INC., 9 WEST 57TH STREET, SUITE 4200</b><br><br>(Street)<br><br><b>NEW YORK, NY 10019</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>KKR &amp; Co. Inc. [ KKR ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span><br><b>Co-President &amp; Co-COO</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>10/1/2019</b></p>   |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|--|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price   |   |  |  |
| Class A Common Stock            | 10/1/2019      |                                   | M                         |   | 225000  | A          | (1)     | 906303  | D  |  |
| Class A Common Stock            | 10/1/2019      |                                   | F                         |   | 119745  | D          | \$26.85 | 786558  | D  |  |
| Class A Common Stock            |                |                                   |                           |   |   |            |         | 750000  | I  | See Footnote (2)                             |
| Class A Common Stock            |                |                                   |                           |   |   |            |         | 6722  | I  | By Trust                                     |
| Class A Common Stock            |                |                                   |                           |   |   |            |         | 2782  | I  | By Limited Liability Company                 |

**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 Stock Units                   | (1)  | 10/1/2019      |                                   | M                         |   | 225000   |     | (1)(3)                                  | (1)(3)          | Class A Common Stock  | 225000                     | \$0  | 1315695 (3)  | D  |  |

**Explanation of Responses:**

- (1) 225,000 restricted stock units of KKR & Co. Inc. vested on October 1, 2019 and were settled for Class A common stock of KKR & Co. Inc. on a one-for-one basis.
- (2) These shares of Class A common stock are being held by the limited partnership controlled by the Reporting Person solely for purposes of future charitable donations.
- (3) Of the 1,315,695 restricted stock units, (i) 190,695 units will vest in equal annual installments over a two-year period with the next vesting on April 1, 2020 and (ii) 1,125,000 units will vest in three annual installments on October 1 of each year as follows: 300,000 units in 2020, 375,000 units in 2021 and 450,000 units in 2022.

**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 |
|                                |               |           |         |       |

|   |          |  |                                  |  |
|---|----------|--|----------------------------------|--|
| <b>NUTTALL SCOTT C<br/>C/O KKR &amp; CO. INC.<br/>9 WEST 57TH STREET, SUITE 4200<br/>NEW YORK, NY 10019</b> | <b>X</b> |  | <b>Co-President &amp; Co-COO</b> |  |
|---|----------|--|----------------------------------|--|

**Signatures**

/s/ Christopher Lee, Attorney-in-fact

10/3/2019

\*\*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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