

# KKR & CO. INC.

Reported by  
**KRAVIS HENRY R**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/05/15 for the Period Ending 03/03/15

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Symbol	KKR
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# FORM 4

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

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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

<b>1. Name and Address of Reporting Person *</b>  <b>KRAVIS HENRY R</b>  (Last) (First) (Middle)  <b>C/O KKR &amp; CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR</b>  (Street)  <b>NEW YORK, NY 10019</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>KKR &amp; Co. L.P. [ KKR ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/3/2015</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>Co-Chairman and Co-CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	3/3/2015		G (1)	V	1000000	D	\$0	1000000	I	See footnote (1)
Common Units								1105832	D	
Common Units								4667166	I	See footnotes (2),(3)
Common Units								130925	I	See footnote (4)
Common Units								43299	I	See footnote (5)
Common Units								15227	I	See footnote (6)

**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) This Form 4 reports the gift of 1,000,000 common units by a limited partnership (the "Partnership"), which is an entity beneficially owned by the Reporting Person, to a charitable foundation in which the Reporting Person has no pecuniary interest. The Partnership continues to hold the remaining 1,000,000 common units.
- (2) KKR MIF Fund Holdings L.P. and KKR Reference Fund Investments L.P. hold an aggregate of 4,667,166 common units. KKR IFI GP L.P. is the general partner of KKR Reference Fund Investments L.P. and the general partner of KKR Index Fund Investments L.P., which is the sole shareholder of KKR MIF Carry Limited, which is the general partner of KKR MIF Carry Holdings L.P., which is the general partner of KKR MIF Fund Holdings L.P. The general partner of KKR IFI GP L.P. is KKR IFI Limited. The sole shareholder of KKR IFI Limited is KKR Fund Holdings L.P. A general partner of KKR Fund Holdings L.P. is KKR Fund Holdings GP Limited. (Continued in footnote 3)
- (3) (Continued from footnote 2) The sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. is KKR Group Holdings L.P. The sole partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. In his capacity as a designated member of KKR Management LLC, the Reporting Person may be deemed to be a beneficial owner of the securities held by KKR MIF Fund Holdings, L.P. and KKR Reference Fund Investments L.P.
- (4) These common units are held by a limited liability company of which the Reporting Person is the managing member.
- (5) These common units are held by a trust of which the Reporting Person is a trustee.

(6) These common units are held by the Reporting Person's spouse.

**Remarks:**

Pursuant to Rule 16a-1(a)(4) under the Exchange Act, 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 beneficially owned, 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
KRAVIS HENRY R C/O KKR & CO. L.P. 9 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019	X	X	Co-Chairman and Co-CEO	

**Signatures**

/s/ David J. Sorkin, Attorney-in-Fact

3/5/2015

—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.