

# KKR & CO. INC.

Reported by  
**KKR HOLDINGS L.P**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/14/20 for the Period Ending 02/12/20

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**

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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>KKR Holdings L.P</b>  (Last) (First) (Middle)  <b>C/O KKR &amp; CO. INC., 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. Inc. [ KKR ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below)    ___ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/12/2020</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ 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			

**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				
<b>KKR Group Partnership Units (1)</b>	<b>(2)</b>	<b>2/12/2020</b>		<b>J (1)(2)</b>		<b>3904074</b>	<b>(2)</b>	<b>(2)</b>	<b>Class A common stock</b>	<b>3904074</b>	<b>\$0</b>	<b>286477271</b>	<b>D</b>	

**Explanation of Responses:**

- (1) On February 12, 2020, KKR Holdings L.P. distributed 3,904,074 KKR Group Partnership Units (which refers to Class A partner interests in KKR Group Partnership L.P.) along with shares of Class C common stock of KKR & Co. Inc. to certain KKR employees and other persons.
- (2) These KKR Group Partnership Units together with shares of Class C common stock were exchanged by those employees and other persons for shares of Class A common stock of KKR & Co. Inc. on a one-for-one basis pursuant to an exchange agreement as disclosed in KKR & Co. Inc.'s prospectus dated September 21, 2011, filed with the Securities and Exchange Commission (the "SEC") on September 23, 2011, as amended by a post-effective amendment filed with the SEC on July 2, 2018. As a result, KKR & Co. Inc.'s percentage ownership in KKR Group Partnership L.P. increased, and KKR Holdings L.P.'s percentage ownership in KKR Group Partnership L.P. decreased.

**Remarks:**

Pursuant to Rule 16a-1(a)(4) under 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, 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>KKR Holdings L.P C/O KKR &amp; CO. INC. 9 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019</b>		<b>X</b>		

**Signatures**

/s/ Christopher Lee, Attorney-in-fact

2/14/2020

    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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