

# KKR & CO. INC. Reported by KKR HOLDINGS L.P

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 04/29/14 for the Period Ending 04/25/14

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





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## 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

Name and Address of Reporting Person *					2. I	2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
KKR Holdin	gs L.P							L.P. [ I						Director	,	v i	09/ Owner	
(Last)	(Last) (First) (Middle)				3. I	3. Date of Earliest Transaction (MM/DD/YYYY)							Director X 10% Owner Officer (give title below) Other (specify below)					
C/O KKR & CO. L.P., 9 WEST 57TH						4/25/2014												
STREET, 42	ND FLO	OR																
	(Stre	et)			4. I	f An	nendme	nt, Date O	rigir	nal File	d (MM/D	D/YYY	YY)	6. Individual o	or Joint/G	roup Filing	Check Appl	icable Line)
NEW YORK, NY 10019														X Form filed by One Reporting Person				
(City) (State) (Zip)												Form filed by More than One Reporting Person						
									•	· -				neficially Owne			T	
1.Title of Security (Instr. 3)				2. Trans.		2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)	de	4. Securities Acq or Disposed of (I (Instr. 3, 4 and 5)			F	5. Amount of Securities Beneficially Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	Beneficial
								Code	V	Amour	(A) or	Pric	ice					Ownership (Instr. 4)
Common Units			4/25/20	1/25/2014		J (1) 128572 D \$0		11308			D							
Common Units			4/28/20	/2014			J (1)		1611	D	\$0	)	9697		D			
	Tabl	le II - Der	ivative	Securi	ties I	Bene:	ficially	Owned (	e.g. ,	, puts,	calls, w	arran	nts,	options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	or Exercise Price of Derivative	3. Trans. Date	Executio	BA. Deemed Execution Date, if any		ans. Code r. 8) 5. Numb Derivati Acquire Dispose (Instr. 3		e Securities (A) or of (D)		. Date Exercisable and expiration Date			rities	Underlying Security	Derivative Security	Securities Beneficially Owned	Ownership Form of Derivative Security:	Beneficial
	Security			(	Code	V	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Amo Shai	nount or Number of		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	

#### **Explanation of Responses:**

(1) KKR Holdings L.P. initiated the delivery of 128,572 and 1,611 common units of KKR & Co. L.P. that it previously received in exchange for KKR Group Partnership Units to holders of vested restricted equity units that were granted pursuant to the KKR Holdings L.P. Equity Incentive Plan as contemplated by KKR & Co. L.P.'s prospectus dated September 21, 2011, filed with the Securities and Exchange Commission on September 23, 2011.

#### Domorke

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 as indirectly 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 o mero										
Panarting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
KKR Holdings L.P										
C/O KKR & CO. L.P.		X								
9 WEST 57TH STREET, 42ND FLOOR		Λ								
NEW YORK NV 10019										

#### **Signatures**

/s/ Christopher Lee, Attorney-in-fact

\*\*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.