

# **KKR & CO. INC.**

Reported by  
**KRAVIS HENRY R**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/17/12 for the Period Ending 08/15/12

Address	9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY, 10019
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CIK	0001404912
Symbol	KKR
Fiscal Year	12/31

# FORM 4

**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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>KRAVIS HENRY R</b> <small>(Last) (First) (Middle)</small>  <b>C/O KKR &amp; CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR</b> <small>(Street)</small>  <b>NEW YORK, NY 10019</b> <small>(City) (State) (Zip)</small>	<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>8/15/2012</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><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>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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)			

### 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				
<b>KKR Holdings L.P. Units</b> <sup>(2)</sup>	<sup>(2)</sup>	8/15/2012		<b>G</b> <small>(1) (3)</small>	<b>V</b>	<b>172500</b> <small>(3)</small>		<sup>(2)</sup>	<sup>(2)</sup>	<b>Common Units</b> <small>(2)</small>	<b>172500</b> <sup>(3)</sup>	<b>\$0</b>	<b>1500000</b>	<b>I</b>	<b>See footnote</b> <small>(4)</small>
<b>KKR Holdings L.P. Units</b> <sup>(2)</sup>	<sup>(2)</sup>							<sup>(2)</sup>	<sup>(2)</sup>	<b>Common Units</b> <small>(2)</small>	<b>83814740</b>		<b>83814740</b>	<b>D</b>	

#### Explanation of Responses:

- (1) This Form 4 reflects a gift of KKR Holdings L.P. units for estate planning purposes involving a limited partnership (the "Partnership"), whose general partner (the "General Partner") is a limited liability company of which the Reporting Person is the sole member and investment manager and whose limited partners are the Reporting Person and trusts (the "Trusts") of which the Reporting Person is not a trustee. The gift reflected in this Form 4 was exempt from reporting and matching pursuant to Rule 16b-5 under the Securities Exchange Act of 1934.
- (2) 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. and KKR Fund 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.
- (3) On August 15, 2012, for estate planning purposes, the Reporting Person made a gift of certain limited partner interests in the Partnership,

which were held as described in a previously filed Form 4, to the Trusts. The number reported reflects the portion of units of KKR Holdings L.P. held by the Partnership that corresponds to the limited partner interests gifted to the Trusts on such date.

- (4) These units of KKR Holdings L.P. are held by the Partnership, and the number reported reflects the aggregate number of units of KKR Holdings L.P. held by the Partnership.

**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
<b>KRAVIS HENRY R C/O KKR &amp; CO. L.P. 9 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019</b>	<b>X</b>	<b>X</b>	<b>Co-Chairman and Co-CEO</b>	

**Signatures**

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

8/17/2012

\*\* 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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