

# KKR & CO. INC.

Reported by  
**SORKIN DAVID**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/25/15 for the Period Ending 02/23/15

|             |   |
|-------------|---|
| Address     | 9 WEST 57TH STREET, SUITE 4200<br>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

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person *                     |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| <b>Sorkin David</b>   |  | <b>KKR &amp; Co. L.P. [ KKR ]</b>                 |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>General Counsel &amp; Secretary</b> |  |
| (Last) (First) (Middle)                                       |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| <b>C/O KKR &amp; CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR</b> |  | <b>2/23/2015</b>                                  |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>NEW YORK, NY 10019</b>                                     |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)  |  |   |  |  |  |

**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     | Title   | Amount or Number of Shares |  |  |  |  |
| <b>Restricted Equity Units</b>           | <a href="#">(1)</a>                                    | <b>2/23/2015</b> |                                   | <b>A</b>                  |   | <b>220789</b>  |     | <a href="#">(1)</a>                     | <a href="#">(1)</a> | <b>Common Units</b>   | <b>220789</b>              | <b>\$0</b>                                 | <b>309593</b> <a href="#">(2)</a>  | <b>D</b>   |  |

**Explanation of Responses:**

- These restricted equity units were approved for grant under the KKR & Co. L.P. 2010 Equity Incentive Plan and will generally vest in equal annual installments over a three-year period with the initial vesting on April 1, 2016. Upon vesting, each restricted equity unit may be settled by delivery of one common unit of KKR & Co. L.P.
- 88,804 of these restricted equity units were previously granted to the Reporting Person and consist of 18,271 restricted equity units of KKR & Co. L.P. that will generally vest on April 1, 2015 and 33,244 and 37,289 restricted equity units of KKR & Co L.P., which will generally vest in two or three equal installments, respectively, on April 1st of each year with the next vesting on April 1, 2015.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |  |       |
|--|---------------|-----------|--|-------|
|  | Director      | 10% Owner | Officer                                | Other |
| <b>Sorkin David<br/>C/O KKR &amp; CO. L.P.<br/>9 WEST 57TH STREET, 42ND FLOOR<br/>NEW YORK, NY 10019</b> |               |           | <b>General Counsel &amp; Secretary</b> |       |

**Signatures**

/s/ Christopher Lee, Attorney-in-fact                      2/25/2015  
 \*\* 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.

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