

# **KKR & CO. INC.**

Reported by  
**BAE JOSEPH Y**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/23/18 for the Period Ending 02/21/18

Address	9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY, 10019
Telephone	212-750-8300
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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>BAE JOSEPH Y</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>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Co-President &amp; Co-COO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/21/2018</b></p>		<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			

**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>	(1)	2/21/2018		A	(1)	286042		(1)(2)	(1)(2)	Common Units	286042	\$0	1786042 (2)	D	

**Explanation of Responses:**

- (1) On February 21, 2018, these restricted equity units were approved for grant under the KKR & Co. L.P. 2010 Equity Incentive Plan. These units will generally vest in equal annual installments over a three-year period with the initial vesting on April 1, 2019. Upon vesting, each restricted equity unit may be settled by delivery of one common unit of KKR & Co. L.P.
- (2) 1,500,000 of these restricted equity units of KKR & Co. L.P. were previously granted to the Reporting Person and will generally vest in five annual installments on October 1 of each year as follows: 10% in 2018, 15% in 2019, 20% in 2020, 25% in 2021 and 30% in 2022, subject to the Reporting Person's continued service through each vesting date.

**Remarks:**

Exhibit 24: Power of Attorney

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BAE JOSEPH Y C/O KKR &amp; CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019</b>	<b>X</b>		<b>Co-President &amp; Co-COO</b>	

**Signatures**

/s/ **Christopher Lee, Attorney-in-fact**

**2/23/2018**

\*\*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.

**POWER OF ATTORNEY**

Know all by these presents that each of the undersigned hereby constitutes and appoints each of Henry R. Kravis, George R. Roberts, Joseph Y. Bae, Scott C. Nuttall, William J. Janetschek, David J. Sorkin and Christopher B. Lee (each, an “Attorney-in-Fact”), acting singly, the undersigned’s true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in connection with the undersigned’s ownership of or transactions with respect to securities of KKR & Co. L.P. or any successor (the “Issuer”), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and Form 144 in accordance with Rule 144 under the Securities Act of 1933, as amended;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or such Form 144, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-Fact may approve in such Attorney-in-Fact’s discretion.

The foregoing powers granted to each Attorney-in-Fact may only be exercised by an Attorney-in-Fact if, at the time of such exercise, such Attorney-in-Fact is a director, officer or employee of the Issuer, its general partner or any of the Issuer’s subsidiaries. Subject to the foregoing, each of the undersigned hereby grants to each Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-Fact, or such Attorney-in-Fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each of the undersigned acknowledges that each Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Issuer, its general partner or any of the Issuer’s subsidiaries assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended, or any rules thereunder, or Rule 144 of the Securities Act of 1933, as amended, or any other rules thereunder.

This Power of Attorney shall remain in full force and effect with respect to each of the undersigned until such person ceases to be subject to the requirements enumerated in sub-paragraph (1) above, unless earlier revoked in writing with respect to an Attorney-in-Fact by such person and has provided notice of the same to such Attorney-in-Fact. Each of the undersigned revokes all other powers of attorney granted by the undersigned prior to the date hereof with respect to the requirements enumerated in sub-paragraph (1) above.

[Signature Page Follows]

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IN WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed as of the date across their name below.

/s/ Joseph Y. Bae

February 1, 2018

Name: Joseph Y. Bae

Date

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