

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

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 08/09/13 for the Period Ending 08/07/13

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

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)				
KKR Holdin	gs L.P			KI	KR	& Co	. L.P. [ ]	KKR	[ ]								
(Last)	(First)	(First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)							Director Officer (giv	Director X 10% Owner Officer (give title below) Other (specify below)				
C/O KKR & CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR					8/7/2013												
,	(Stree			4. I	f Ar	nendme	ent, Date C	rigina	al Fil	ed (MM/D	D/YYYY)	6. Individual o	or Joint/G	roup Filing	Check Appl	icable Line)	
NEW YORK	•		o)									_ X _ Form filed b	y One Repo More than C	rting Person One Reporting P	erson		
		1	Table I - N	Non-Der	ivat	ive Sec	urities Ac	quire	d, Di	sposed o	f, or Be	neficially Owne	d				
1.Title of Security (Instr. 3) 2. Trans. I						3. Trans. Co (Instr. 8)	c	4. Securities Acqui or Disposed of (D) (Instr. 3, 4 and 5)		) ` []	5. Amount of Securiti Following Reported T (Instr. 3 and 4)	ies Beneficially Owned Transaction(s)		6. 7. Nature Ownership Form: Beneficial Ownership			
							Code	V	Amou	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
	Tabl	e II - Deri	vative Sec	urities I	Bene	eficially	Owned (	e.g. , <sub>]</sub>	puts	, calls, w	arrants.	, options, conve	rtible sec	urities)			
Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	Derivativ		re Securities (A) or of (D)		. Date Exercisable and Expiration Date		Securities	Underlying e Security	erlying Derivative		Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security			Code	V	(A)	(D)	Date Exercis		Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		
KKR Group Partnership Units	<u>(1)</u>	8/7/2013		J (1)			7216913	<u>(1</u>	1)	<u>(1)</u>	Commo Units	7216913	\$0	404744018	D		

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

(1) On August 7, 2013, KKR Holdings L.P. distributed 7,216,913 KKR Group Partnership Units (which refers collectively to Class A partner interests in each of KKR Management Holdings L.P. and KKR Fund Holdings L.P.) to certain KKR employees and other persons. These KKR Group Partnership Units were exchanged by those employees and other persons for common units of KKR & Co. L.P. on a one-for-one basis 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. As a result, KKR & Co. L.P.'s percentage ownership in the KKR Group Partnerships (consisting of KKR Management Holdings L.P. and KKR Fund Holdings L.P.) increased, and KKR Holdings L.P.'s percentage ownership in them 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. Exhibit List: Exhibit 24 - Power of Attorney.

**Reporting Owners** 

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

#### **Signatures**

/s/ Christopher Lee, Attorney-in-fact

8/9/2013

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 David J. Sorkin does hereby constitute and appoint Christopher Lee, as the undersigned's true and lawful attorney-infact in the undersigned's capacity as an authorized signatory of KKR Holdings L.P. (the "Partnership") to:

- (1) execute for and on behalf of the Partnership Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- do and perform any and all acts for and on behalf of the Partnership which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, 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 Partnership, 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 undersigned hereby grants to such 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. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, any of the Partnership's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended, or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the Partnership ceases to be subject to those requirements, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7 th day of August, 2013.

/s/ David Sorkin David Sorkin

Director of KKR Holdings GP Limited