

RIGNET, INC. Reported by KKR & CO. INC.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/26/13 for the Period Ending 09/24/13

Address 15115 PARK ROW BOULEVARD, SUITE 300

HOUSTON, TX, 77084

Telephone 281-674-0100

CIK 0001162112

Symbol RNET

SIC Code 4899 - Communications Services, Not Elsewhere Classified

Industry Oil Related Services and Equipment

Sector Energy

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 Fund Holdings L.P.						RigNet, Inc. [RNET]									, incubic)			
(Last) (First) (Middle)						3. Date of Earliest Transaction (MM/DD/YYYY)									DirectorX10% Owner Officer (give title below) Other (specify below)			
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200						9/24/2013								Officer (grv	e title below) <u> </u>	ner (speerly	ociow)
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)								6. Individual o	6. Individual or Joint/Group Filing (Check Applicable Line)				
NEW YORK, NY 10019 (City) (State) (Zip)														Form filed by One Reporting Person X Form filed by More than One Reporting Person				
			Table I	- Non-I)eri	ivat	ive Se	curities A	cquire	ed, D	oispos	sed o	f, or Be	neficially Owne	ed			
_				2. Trans. Da		2A. Deemed Execution Date, if any		3. Trans. C (Instr. 8)	Code	4. Securities Acquor Disposed of (Disposed o) ` [1		Amount of Securities Beneficially Owned llowing Reported Transaction(s) sstr. 3 and 4)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
							Code	V	Amo	(A) or (D)		Price				or Indirect (Instr. 4) (I) (Instr. 4)		
Common Stock 9/24/201						3		X		2465	98	A \$.04		4296289		I	See Footnotes (1)(2)(3)	
Common Stock 9/24/201				9/24/2013	3		X		4469	99	A	\$7	4743288			I	See Footnotes (1)(2)(3)	
Common Stock 9/24/201				9/24/2013	13		х		671	5712 A		\$7	4750000			I	See Footnotes (1)(2)(3)	
	Tab	le II - Deri	ivative S	Securitio	es B	Bene	eficiall	y Owned ((e.g. ,	, put	s, cal	ls, w	arrants,	options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	erivate 2. Conversion or Exercise Price of Derivative 3. Trans. Date			ned A. Tra Code (Instr.	Derivativ		ive Securities ed (A) or ed of (D)	e Securities (A) or of (D)		ion Date				Derivative Security	Securities Beneficially Owned	Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security		Code		V	(A)	(D)	Date Exerci	Expiration Date		ation	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		
Warrants to purchase Common Stock	\$.04	9/24/2013		X				246598	<u>(</u> 4	<u>4)</u>	12/31/	/2015	Common Stock	¹ 246598	\$0	0	I	See Footnotes (1)(2)(3)
Warrants to purchase Common Stock	\$7	9/24/2013		X			446999	<u>(</u> 4	12/3		/2015	Common Stock	¹ 446999	\$0	0	I	See Footnotes (1)(2)(3)	
Warrants to purchase Common Stock	\$7	9/24/2013		X				6712	<u>(</u> 4	<u>4)</u>	9/15/2	2015	Common Stock	6712	\$0	0	I	See Footnotes (1)(2)(3)

Explanation of Responses:

- (1) These securities are held directly by Digital Oilfield Investments LP. Digital Oilfield Investments GP Limited is the general partner of Digital Oilfield Investments LP. KKR European Fund III, Limited Partnership is the sole shareholder of Digital Oilfield Investments GP Limited. KKR Associates Europe III, Limited Partnership is the general partner of KKR European Fund III, Limited Partnership. KKR Europe III Limited is the general partner of KKR Associates Europe III, Limited Partnership. KKR Fund Holdings GP Limited is a general partner KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P.
- (2) Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- (3) Each of Digital Oilfield Investments GP Limited, KKR European Fund III, Limited Partnership, KKR Associates Europe III, Limited Partnership, KKR Europe III Limited, KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC, and Messrs. Kravis and Roberts may be deemed to be the beneficial owner of the securities held by Digital Oilfield Investments LP. The

filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(4) The warrants are immediately exercisable.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, Digital Oilfield Investments LP, Digital Oilfield Investments GP Limited, KKR European Fund III, Limited Partnership, KKR Associates Europe III, Limited Partnership and KKR Europe III Limited have filed a separate Form 4.

Reporting Owners

Reporting Owners						
Reporting Owner Name / Address	Relationships					
resporting 6 where remite / reduces	Director	10% Owner	Officer	Other		
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X				
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X				
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X				
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X				
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X				
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X				
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X				
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X				

Attorney-in-fact for William J. Janetschek, Chief Financial Officer

NEW YORK, NY 10019							
Signatures							
KKR FUND HOLDINGS L.P. By: KKR Fun Kreider Title: Attorney-in-fact for William J	_		general	partn	Richard J. K	reider Name: Richard J.	9/26/2013
	** Sig	nature of Report	ing Person				Date
KKR FUND HOLDINGS GP LIMITED By: Janetschek, Director	/s/ Richard J.	Kreider Na	me: Ricl	nard J	Title: Attorn	ey-in-fact for William J.	9/26/2013
** Signature of Reporting Person							
KKR GROUP HOLDINGS L.P. By: KKR G Title: Attorney-in-fact for William J. Janetsc		, ,	partner l	By:/s	J. Kreider Na	nme: Richard J. Kreider	9/26/2013
	**Sig	nature of Report	ing Person				Date
KKR GROUP LIMITED By: /s/ Richard J. I Director	Kreider Name	: Richard J.	Kreider	Title	y-in-fact for W	Villiam J. Janetschek,	9/26/2013
	** Sig	nature of Report	ing Person				Date
KKR & CO. L.P. By: KKR Management LL	C, its general	partner Bv:	/s/ Rich:	ard J.	Name: Richar	d J. Kreider Title:	9/26/2013

9/26/2013

KKR MANAGEMENT LLC By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer						
** Signature of Reporting Person						
HENRY R. KRAVIS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact						
**Signature of Reporting Person	Date					
GEORGE R. ROBERTS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact						
**Signature of Reporting Person	Date					

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).

** Signature of Reporting Person

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.