

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

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/06/15 for the Period Ending 03/05/15

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)					
8					KKR & Co. L.P. [KKR]						Director	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	X 1	0% Owner	
(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)					Officer (give title below) Other (specify below)					
C/O KKR & CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR					3/5/2015										
·	(Stre			4.	If A	mendm	nent, Date C	Original F	iled (MM/I	DD/YYYY)	6. Individual o	or Joint/G	roup Filing (Check Appl	icable Line)
NEW YORK, NY 10019 (City) (State) (Zip)										X _ Form filed by One Reporting Person Form filed by More than One Reporting Person					
								<u> </u>	Disposed (of, or Ben	eficially Own	ed			
1.Title of Security (Instr. 3) 2. Trans. D			Trans. Date	Date 2A. Deemed Execution Date, if any 3. Trans. Cod (Instr. 8) Code			or D	(A) o	Pol (In	A) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Tabl	e II - Deri	ivative So	ecurities	Ben	eficiall	y Owned (e.g. , put	s, calls, w	arrants, o	ptions, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deeme 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)		Derivative Security	Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	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>	3/5/2015		J (1)			4534772	<u>(1)</u>	<u>(1)</u>	Common Units	4534772	\$0	372661977	D	

Explanation of Responses:

(1) On March 5, 2015, KKR Holdings L.P. distributed 4,534,772 KKR Group Partnership Units (which refers collectively to Class A partner interests in each of KKR Management Holdings L.P., KKR Fund Holdings L.P. and KKR International 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., KKR Fund Holdings L.P. and KKR International 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 as indirectly 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						
Reporting Owner Name / Address	Director	10% Owner	Other				
KKR Holdings L.P							
C/O KKR & CO. L.P.		X					
9 WEST 57TH STREET, 42ND FLOOR		Λ					
NEW YORK, NY 10019							

Signatures

/s/ Christopher Lee, Attorney-in-fact

3/6/2015

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.