

WARRIOR MET COAL, INC.

Form 4

April 21, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KKR Credit Advisors (US) LLC

2. Issuer Name **and** Ticker or Trading  
Symbol  
WARRIOR MET COAL, INC.  
[HCC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
555 CALIFORNIA STREET,, 50TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/19/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
SAN FRANCISCO, CA 94104

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                            |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                                            |
| Common<br>Stock                       | 04/19/2017                              |                                                             | S                                    |                                                                         | 2,389,274                                                                                                          | D                                                                       | \$<br>17.8125<br>(1)                                              | 4,071,745 I<br>See<br>footnotes<br>(2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: WARRIOR MET COAL, INC. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KKR Credit Advisors (US) LLC  
555 CALIFORNIA STREET,  
50TH FLOOR  
SAN FRANCISCO, CA 94104

Kohlberg Kravis Roberts & Co. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

KKR Management Holdings L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

KKR Management Holdings Corp  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

KKR Group Holdings L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

KKR Group Ltd  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

KKR & Co. L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

KKR Management LLC  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

KRAVIS HENRY R  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

ROBERTS GEORGE R  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
2800 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

## Signatures

|                                                                                                                                                                                                                        |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| KKR CREDIT ADVISORS (US) LLC By: /s/ Jeffrey Van Horn Name: Jeffrey Van Horn<br>Title: Vice President                                                                                                                  | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |
| KOHLBERG KRAVIS ROBERTS & CO. L.P. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer                                                  | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |
| KKR MANAGEMENT HOLDINGS L.P. By: KKR Management Holdings Corp., its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |
| KKR MANAGEMENT HOLDINGS CORP. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer                                                       | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |
| KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director                                 | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |
| KKR GROUP LIMITED By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director                                                                                  | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |
| KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer                          | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |
| KKR MANAGEMENT LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer                                                                  | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |
| HENRY R. KRAVIS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact                                                                                                                        | 04/21/2017 |
| __Signature of Reporting Person                                                                                                                                                                                        | Date       |

GEORGE R. ROBERTS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title:  
Attorney-in-fact

04/21/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) This amount represents the \$19.00 initial public offering price per share of common stock of Warrior Met Coal, Inc. ("Common Stock"), less the underwriting discount of \$1.1875 per share.  
  
Includes shares of Common Stock held in funds or client accounts for which KKR Credit Advisors (US) LLC serves as an investment advisor. Kohlberg Kravis Roberts & Co. L.P. is the sole member of KKR Credit Advisors (US) LLC. KKR Management Holdings L.P. is the general partner of Kohlberg Kravis Roberts & Co. L.P. KKR Management Holdings Corp. is the general partner of KKR Management Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Management Holdings Corp. 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. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- (2) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of such Reporting Person's pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
- (3) Person's pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.