

ROBERTS GEORGE R
Form 4
May 18, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTS GEORGE R

2. Issuer Name and Ticker or Trading Symbol
KKR & Co. L.P. [KKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O KKR & CO. L.P., 9 WEST
57TH STREET, 42ND FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Co-Chairman and Co-CEO

(Street)
NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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
Common Units	05/16/2018		C ⁽¹⁾		7,000,000	A	<u>(2)</u>
					1,188,755		⁽³⁾ <u>(6)</u>
Common Units					7,000,000		⁽³⁾ <u>(6)</u>
Common Units					4,667,166		⁽³⁾ <u>(6)</u>

See Footnote (4)
See Footnote (5)
See Footnotes (7) (8)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
KKR Holdings L.P. Units	(2)	05/16/2018		C(1)	7,000,000	(2)	(2)	Common Units	7,000,000
KKR Holdings L.P. Units	(2)					(2)	(2)	Common Units	1,010,000
KKR Holdings L.P. Units	(2)					(2)	(2)	Common Units	249,426

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROBERTS GEORGE R
C/O KKR & CO. L.P.
9 WEST 57TH STREET, 42ND FLOOR
NEW YORK, NY 10019

Co-Chairman and Co-CEO

Signatures

/s/ Christopher Lee,
Attorney-in-fact

05/18/2018

__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)

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KKR Group Partnership Units (which term 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.) were received from KKR Holdings L.P. in exchange for units of KKR Holdings L.P. and exchanged for common units of KKR & Co. L.P. in each case as described in footnote 2 below.

- (2) 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, units of KKR Holdings L.P. are exchangeable for KKR Group Partnership Units on a one-for-one basis, and KKR Group Partnership Units are exchangeable for common units of KKR & Co. L.P. on a one-for-one basis.
- (3) Reflects a transfer of 7,000,000 common units of KKR & Co. L.P. received upon the exchange described in footnote 1 above from the Reporting Person's revocable trust to a limited partnership. This transfer, which was exempt from reporting pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), merely changed the form of the Reporting Person's pecuniary interest in such securities from one form of indirect to another form of indirect. These 7,000,000 common units are being held by the limited partnership solely for purposes of future charitable donations.
- (4) These securities are held in a trust revocable by the Reporting Person during his life. The Reporting Person is the sole beneficiary and the sole trustee of this trust.
- (5) These common units are held by a limited partnership controlled by the Reporting Person.
- (6) Includes 3,128 common units previously held by a limited liability company of which the Reporting Person was a managing member, which common units were previously transferred to the Reporting Person's revocable trust in a transfer which was exempt from reporting pursuant to Rule 16a-13 under the Exchange Act.
- (7) KKR MIF Fund Holdings L.P. and KKR Reference Fund Investments L.P. hold an aggregate of 4,667,166 common units. KKR IFI GP L.P. is the general partner of KKR Reference Fund Investments L.P. and the general partner of KKR Index Fund Investments L.P., which is the sole shareholder of KKR MIF Carry Limited, which is the general partner of KKR MIF Carry Holdings L.P., which is the general partner of KKR MIF Fund Holdings L.P. The general partner of KKR IFI GP L.P. is KKR IFI Limited. The sole shareholder of KKR IFI Limited is KKR Fund Holdings L.P. A general partner of KKR Fund Holdings L.P. is KKR Fund Holdings GP Limited. (Continued in footnote 7)
- (8) (Continued from footnote 6) The sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. is KKR Group Holdings L.P. The sole partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. In his capacity as a designated member of KKR Management LLC, the Reporting Person may be deemed to be a beneficial owner of the securities held by KKR MIF Fund Holdings, L.P. and KKR Reference Fund Investments L.P.
- (9) These units of KKR Holdings L.P. are held by a limited partnership, whose general partner is a limited liability company over which the Reporting Person has investment discretion.
- (10) These units of KKR Holdings L.P. are held in a corporation owned by the Reporting Person and of which the Reporting Person is the president.

Remarks:

Pursuant to Rule 16a-1(a)(4) under the Exchange Act, the Reporting Person states that this filing shall not be an admission that

Exhibit 24: Power of Attorney

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

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