

ROBERTS GEORGE R

Form 4

November 16, 2018

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O KKR & CO. INC., 9 WEST  
57TH STREET, SUITE 4200**

(Street)

**NEW YORK, NY 10019**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**KKR & Co. Inc. [KKR]**

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

**11/16/2018**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Co-Chairman and Co-CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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.<br>Transaction(A) or Disposed of (D)<br>Code (Instr. 8) | 4. Securities Acquired<br>(A) or 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 11/16/2018                              |                                                             | G <sup>(1)</sup>                                           | V 800,000 D \$ 0                                                        | 6,200,000                                                                                                          | I                                                                    | See<br>footnote<br>(1)                                            |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                                            |                                                                         | 1,188,755                                                                                                          | I                                                                    | See<br>Footnote<br>(2)                                            |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                                            |                                                                         | 4,667,166                                                                                                          | I                                                                    | See<br>Footnote<br>(3) (4)                                        |

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

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SEC 1474  
(9-02)

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

| 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. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | 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 |
| ROBERTS GEORGE R<br>C/O KKR & CO. INC.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | Co-Chairman and Co-CEO           |

## Signatures

/s/ Christopher Lee,  
Attorney-in-fact 11/16/2018

\*\*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) This Form 4 reports the donation of 800,000 shares of Class A common stock of KKR & Co. Inc. by a limited partnership (the "Partnership"), which is an entity controlled by the Reporting Person, to a charitable foundation in which the Reporting Person has no pecuniary interest. As previously reported on a Form 4 filed on May 18, 2018, these shares of Class A common stock were being held by the Partnership solely for purposes of charitable donations, and the Partnership continues to hold the remaining 6,200,000 shares of Class A common stock for future donations.
- (2) 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.
- (3) KKR MIF Fund Holdings L.P. and KKR Reference Fund Investments L.P. hold an aggregate of 4,667,166 shares of Class A common stock. KKR IFI GP L.P. is the general partner of KKR Reference Fund Investments L.P. and the general partner of KKR Index Fund

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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 4)

- (4) (Continued from footnote 3) The sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. is KKR Group Holdings Corp. The sole shareholder of KKR Group Holdings Corp. is KKR & Co. Inc. The controlling shareholder of KKR & Co. Inc. 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.

### Remarks:

On July 1, 2018, KKR & Co. L.P., a Delaware limited partnership, converted into a Delaware corporation named KKR & Co.

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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