

KKR & Co. L.P.  
Form 3  
January 07, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
K K R Fund Holdings L.P.		(Month/Day/Year)	WMI HOLDINGS CORP. [WMIH]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
9 WEST 57TH STREET 41ST FLOOR, A			(Check all applicable)	
(Street)			___ Director	<input checked="" type="checkbox"/> 10% Owner
			___ Officer	___ Other
			(give title below)	(specify below)
NEW YORK, A NY A 10019			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	___ Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,065,629	\$ 1.1	I	See Footnotes <u>(2)</u> <u>(3)</u>
Warrants	Â <u>(4)</u>	01/30/2019	Common Stock	30,700,000	\$ 1.32	I	See Footnotes <u>(2)</u> <u>(3)</u>
Warrants	Â <u>(4)</u>	01/30/2019	Common Stock	30,700,000	\$ 1.43	I	See Footnotes <u>(2)</u> <u>(3)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Fund Holdings GP Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Group Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Group Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
KKR & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Management LLC 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH ST NEW YORK, NY 10019	Â	Â X	Â	Â
ROBERTS GEORGE R 2800 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â

## Signatures

KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, a general partner By: /s/  
Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek,  
Director

01/07/2015

\*\*Signature of Reporting Person

Date

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By: KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director	01/07/2015
__Signature of Reporting Person	Date
KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director	01/07/2015
__Signature of Reporting Person	Date
KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director	01/07/2015
__Signature of Reporting Person	Date
KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director	01/07/2015
__Signature of Reporting Person	Date
KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/07/2015
__Signature of Reporting Person	Date
KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/07/2015
__Signature of Reporting Person	Date
HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact	01/07/2015
__Signature of Reporting Person	Date
GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact	01/07/2015
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series A Convertible Preferred Stock are immediately convertible.

These securities are held directly by KKR Fund Holdings L.P. 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

(2) 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. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

Each of 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 KKR Fund Holdings L.P. The filing

(3) 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.

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### Remarks:

Exhibit List: Exhibit 24 - Powers of Attorney.

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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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