#### NUTTALL SCOTT C

Form 4

November 03, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* NUTTALL SCOTT C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

KKR & Co. L.P. [KKR]

(Middle)

(Check all applicable)

C/O KKR & CO. L.P... 9 WEST

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

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

11/02/2017

Co-President & Co-COO

57TH STREET, 42ND FLOOR (Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10019

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Equity Units	(1)	11/02/2017		A	1,500,000	<u>(1)</u>	<u>(1)</u>	Common Units	1,500,00
Restricted Equity Units	<u>(2)</u>	11/02/2017		A	2,500,000	(2)	(2)	Common Units	2,500,00
KKR Holdings L.P. Units	<u>(3)</u>	11/02/2017		<u>J(4)</u>	4,850,000 (4)	<u>(3)</u>	(3)	Common Units	4,850,00 (4)
KKR Holdings L.P. Units	<u>(3)</u>					(3)	<u>(3)</u>	Common Units	118,67
KKR Holdings L.P. Units	(3)					(3)	(3)	Common Units	700,00

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

Co-President & Co-COO

## **Signatures**

/s/ Christopher Lee, Attorney-in-fact

\*\*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) These restricted equity units were approved for grant under the KKR & Co. L.P. 2010 Equity Incentive Plan and will generally vest in five annual installments on October 1 of each year as follows: 10% in 2018, 15% in 2019, 20% in 2020, 25% in 2021 and 30% in 2022, subject to the Reporting Person's continued service through each vesting date. Upon vesting, each restricted equity unit may be settled by delivery of one common unit of KKR & Co. L.P.
- These restricted equity units were approved for grant under the KKR & Co. L.P. 2010 Equity Incentive Plan and are subject to a market price-based vesting condition, where all of such units will vest upon the market price of KKR common units reaching and maintaining \$40 per unit for 10 consecutive trading days on or prior to December 31, 2022, subject to the Reporting Person's continued service to the time of such vesting. Upon vesting, each restricted equity unit may be settled by delivery of one common unit of KKR & Co. L.P.

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- 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
- (3) 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.) 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.
- On November 2, 2017, the board of directors of the general partner of KKR & Co. L.P. consented to the allocation of units of KKR

  Holdings L.P. to the Reporting Person. These units will generally vest in five annual installments on October 1 of each year as follows: 10% in 2018, 15% in 2019, 20% in 2020, 25% in 2021 and 30% in 2022, subject to the Reporting Person's continued service through each vesting date. This grant does not change the number of common units of KKR & Co. L.P. on a fully-diluted basis.

#### **Remarks:**

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing s 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.