

NUTTALL SCOTT C

Form 4

October 03, 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
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(Print or Type Responses)

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

(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)
10/01/2018

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 ____ Other (specify
below) below)

Co-President & Co-COO

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 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)
Class A Common Stock	10/01/2018		M	150,000	A <u>(1)</u> 704,761	D	
Class A Common Stock	10/01/2018		F	74,329	D \$ 27.27 630,432	D	
Class A Common Stock					1,000,000	I	See Footnote (2)
Class A Common					6,722	I	By Trust

Stock

Class A
Common
Stock

2,782 I

By
Limited
Liability
Company

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

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(9-02)**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
Restricted Stock Units	<u>(1)</u>	10/01/2018		M	150,000	<u>(1)(3)</u> <u>(1)(3)</u>	Class A Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NUTTALL SCOTT C C/O KKR & CO. INC. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Co-President & Co-COO

Signatures

/s/ Christopher Lee,
Attorney-in-fact 10/03/2018

**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) 150,000 restricted stock units of KKR & Co. Inc. vested on October 1, 2018 and were settled for Class A common stock of KKR & Co. Inc. on a one-for-one basis.

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- (2) These shares of Class A common stock are being held by the limited partnership controlled by the Reporting Person solely for purposes of future charitable donations.

- (3) Of the 1,636,042 restricted stock units, (i) 286,042 units will vest in equal annual installments over a three-year period with the initial vesting on April 1, 2019 and (i) 1,350,000 units will vest in four annual installments on October 1 of each year as follows: 225,000 units in 2019, 300,000 units in 2020, 375,000 units in 2021 and 450,000 units in 2022.

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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