

Sorkin David
Form 4
November 07, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Sorkin David

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Counsel and Secretary

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Units | 11/06/2012 | | C ⁽¹⁾ | V 75,000 A ② | 75,000 | I | See footnote ⁽³⁾ |
| Common Units | 11/06/2012 | | G ⁽⁴⁾ | V 63,750 D \$ 0 | 11,250 | I | See footnote ⁽³⁾ |
| Common Units | | | | | 5,000 | I | See footnote ⁽⁵⁾ |

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

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number.

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 <u>(2)</u> | <u>(2)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Units <u>(2)</u> | 2,992,216 |
| KKR Holdings L.P. Units <u>(2)</u> | <u>(2)</u> | 11/06/2012 | | <u>C(1)</u> | 75,000 | <u>(2)</u> | <u>(2)</u> | Common Units <u>(2)</u> | 75,000 |
| KKR Holdings L.P. Units <u>(2)</u> | <u>(2)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Units <u>(2)</u> | 350,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

General Counsel and Secretary

Signatures

/s/ David J.
Sorkin

11/07/2012

**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) A limited liability company established for the purposes of making charitable donations (the "Charitable Company") of which the Reporting Person is a member and a manager received KKR Group Partnership Units (which term refers collectively to Class A partner

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interests in each of KKR Management Holdings L.P. and KKR Fund Holdings L.P.) from KKR Holdings L.P. in exchange for units of KKR Holdings L.P. and exchanged such KKR Group Partnership Units 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) These securities are held by the Charitable Company, and the securities remaining after the charitable gift described in footnote 4 below will not be sold in 2012.
- (4) Represents a gift from the Charitable Company to a charitable organization.
- (5) These common units of KKR & Co. L.P. are held through a KKR-related holding vehicle.
- (6) The Reporting Person had previously contributed 75,000 units of KKR Holdings L.P. from the Reporting Person's direct ownership to the Charitable Company in a transaction exempt from reporting pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended, which merely changed the form of the Reporting Person's pecuniary interest in such securities from direct to indirect.
- (7) These units of KKR Holdings L.P. are held by a limited partnership, whose general partner is a limited liability company (different than the Charitable Company referred to in the footnotes above) of which the Reporting Person is the sole member and investment manager. The number of units reported reflects the aggregate number of units of KKR Holdings L.P. held by the limited partnership.

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

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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