

KINDER MORGAN, INC.  
Form SC 13G/A  
February 14, 2014

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)**

**KINDER MORGAN, INC.**

(Name of Issuer)

**Class P Common Stock**

(Title of Class of Securities)

**49456B101**

(CUSIP Number)

**December 31, 2013**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|    |   |   |
|----|---|---|
| 1  | Names of Reporting Persons<br>Highstar Capital LP   |   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |   |
| 3  | SEC Use Only  |   |
| 4  | Citizen or Place of Organization<br>Delaware  |   |
| 5  | Sole Voting Power<br>0  | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6  | Shared Voting Power<br>68,866,536   |   |
| 7  | Sole Dispositive Power<br>0   |   |
| 8  | Shared Dispositive Power<br>68,866,536  |   |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>68,866,536  |   |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/><br>Not Applicable              |   |
| 11 | Percent of Class Represented by Amount in Row 9<br>6.6%   |   |
| 12 | Type of Reporting Person<br>PN  |   |

|                     |              |  |
|---------------------|--------------|--|
| CUSIP No. 49456B101 | SCHEDULE 13G |  |
|---------------------|--------------|--|

CUSIP No. 49456B101

- |    |   |   |
|----|---|---|
| 1  | Names of Reporting Persons<br>Highstar III Knight Acquisition Sub, L.P.   |   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |   |
| 3  | SEC Use Only  |   |
| 4  | Citizen or Place of Organization<br>Delaware  |   |
| 5  | Sole Voting Power<br>0  | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6  | Shared Voting Power<br>34,312,729   |   |
| 7  | Sole Dispositive Power<br>0   |   |
| 8  | Shared Dispositive Power<br>34,312,729  |   |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>34,312,729  |   |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/><br>Not Applicable              |   |
| 11 | Percent of Class Represented by Amount in Row 9<br>3.3%   |   |
| 12 | Type of Reporting Person<br>PN  |   |

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|   |   |  |
|---|---|--|
| 1   | Names of Reporting Persons<br>Highstar KMI Blocker LLC  |  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |  |
| 3   | SEC Use Only  |  |
| 4   | Citizen or Place of Organization<br>Delaware  |  |
|   | 5   | Sole Voting Power<br>0                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6   | Shared Voting Power<br>34,553,807      |
|   | 7   | Sole Dispositive Power<br>0            |
|   | 8   | Shared Dispositive Power<br>34,553,807 |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>34,553,807  |  |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/><br>Not Applicable              |  |
| 11  | Percent of Class Represented by Amount in Row 9<br>3.3%   |  |
| 12  | Type of Reporting Person<br>OO (Limited Liability Company)  |  |

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|   |  |                                  |                               |
|---|--|----------------------------------|-------------------------------|
| 1   | Names of Reporting Persons<br>Highstar Knight Partners, L.P.                           |                                  |                               |
| 2   | Check the Appropriate Box if a Member of a Group                                       |                                  |                               |
|   | (a)  | <input type="radio"/>            |                               |
|   | (b)  | <input checked="" type="radio"/> |                               |
| 3   | SEC Use Only   |                                  |                               |
| 4   | Citizen or Place of Organization<br>Delaware   |                                  |                               |
|   | 5  |                                  | Sole Voting Power<br>0        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6  |                                  | Shared Voting Power<br>0      |
|   | 7  |                                  | Sole Dispositive Power<br>0   |
|   | 8  |                                  | Shared Dispositive Power<br>0 |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0                      |                                  |                               |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |                                  | Not Applicable                |
| 11  | Percent of Class Represented by Amount in Row 9<br>0.0%                                |                                  |                               |
| 12  | Type of Reporting Person<br>PN   |                                  |                               |

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**Item 1.**

(a) Name of Issuer:

(b) Kinder Morgan, Inc. (the Issuer )  
Address of Issuer's Principal Executive Offices:

500 Dallas Street, Suite 1000,

Houston, Texas 77002

**Item 2.**

(a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Highstar Capital LP

Highstar III Knight Acquisition Sub, L.P. ( Highstar III )

Highstar KMI Blocker LLC ( Highstar KMI )

Highstar Knight Partners, L.P. ( Highstar Knight )

(b) Following an internal reorganization, the shares of the Issuer's Common Stock held of record by Highstar Knight were transferred to Highstar III. Accordingly, Highstar Knight is no longer the beneficial owner of any of the Issuer's Common Stock.

(b) Address or Principal Business Office:

(c) The address for each of the Reporting Persons is c/o Highstar Capital, 277 Park Avenue, 45th floor, New York, New York 10172.

(c) Citizenship of each Reporting Person is:

(d) Each of the reporting persons is organized in the state of Delaware.

(d) Title of Class of Securities:

(e) Class P common stock, \$0.01 par value ( Common Stock )  
CUSIP Number:

49456B101

**Item 3.**

Not applicable.

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**Item 4. Ownership****Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2013, based upon 1,035,849,756 shares of the Issuer's Common Stock outstanding as of October 25, 2013.

| <b>Reporting Person</b>                   | <b>Amount beneficially owned</b> | <b>Percent of class:</b> | <b>Sole power to vote or direct the vote:</b> | <b>Shared power to vote or to direct the vote:</b> | <b>Sole power to dispose or to direct the disposition of:</b> | <b>Shared power to dispose or to direct the disposition of:</b> |
|---|----------------------------------|--------------------------|---|--|---|---|
| Highstar Capital LP                       | 68,866,536                       | 6.6%                     | 0   | 68,866,536   | 0   | 68,866,536  |
| Highstar III Knight Acquisition Sub, L.P. | 34,312,729                       | 3.3%                     | 0   | 34,312,729   | 0   | 34,312,729  |
| Highstar KMI Blocker LLC                  | 34,553,807                       | 3.3%                     | 0   | 34,553,807   | 0   | 34,553,807  |
| Highstar Knight Partners, L.P.            | 0                                | 0.0%                     | 0   | 0  | 0   | 0   |

Highstar III and Highstar KMI (together, the Highstar Entities) are the record holders of 34,312,729 and 34,553,807 shares of Common Stock, respectively. Affiliates of PineBridge Investments LLC (PineBridge) serve as the general partner of Highstar III and the managing member of Highstar KMI and, accordingly, may be deemed to beneficially own the shares owned of record by the Highstar Entities. PineBridge has delegated management authority for such general partner and managing member to Highstar Capital LP, which also serves as the investment manager for the Highstar Entities. Highstar Capital LP is controlled by Christopher Lee, Michael Miller, John Stokes, Christopher Beall and Scott Litman and, in such capacities, these individuals may be deemed to share beneficial ownership of the shares beneficially owned by the Highstar Entities. Such individuals expressly disclaim any such beneficial ownership.

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**



Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

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**Item 10. Certification**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 14, 2014

**HIGHSTAR CAPITAL LP**

by: /s/ Scott Litman  
Name: Scott Litman  
Title: Executive Vice-President

**HIGHSTAR III KNIGHT ACQUISITION SUB, L.P.**

by: Highstar GP III Prism Fund, L.P., its General Partner  
by: Highstar Management III, LLC, its General Partner  
by: Highstar Capital LP, its attorney-in-fact

by: /s/ Scott Litman  
Name: Scott Litman  
Title: Executive Vice-President

**HIGHSTAR KNIGHT PARTNERS, L.P.**

by: Highstar Knight Co-Investment GP, LLC, its General Partner  
by: Highstar Capital LP, its attorney-in-fact

by: /s/ Scott Litman  
Name: Scott Litman  
Title: Executive Vice-President

**HIGHSTAR KMI BLOCKER LLC**

by: Highstar III Knight Acquisition Sub, L.P., its managing member  
by: Highstar GP III Prism Fund, L.P., its General Partner  
by: Highstar Management III, LLC, its General Partner  
by: Highstar Capital LP, its attorney-in-fact

by: /s/ Scott Litman  
Name: Scott Litman  
Title: Executive Vice-President



**LIST OF EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 24                 | Powers of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2012).     |
| 99                 | Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2012). |

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