

KKR Group Holdings Corp.
Form 3
July 02, 2018

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KKR Group Holdings Corp.</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET, SUITE 4200</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LAUREATE EDUCATION, INC. [LAUR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
Class A Common Stock	8,902,112	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(8)</u> <u>(9)</u>
Class A Common Stock	97,496	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(9)</u>

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)

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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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	Â (4)	Â (4)	Class A Common Stock	22,889,952 \$ (4)	I See Footnotes (1) (5) (6) (8) (9)
Class B Common Stock	Â (4)	Â (4)	Class A Common Stock	952,623 \$ (4)	I See Footnotes (1) (5) (7) (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Group Holdings Corp. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â	Â	Â

Signatures

KKR GROUP HOLDINGS CORP. By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer Date: 07/02/2018

**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) Pursuant to an internal reorganization in connection with the conversion of KKR & Co. L.P., a Delaware limited partnership, into a Delaware corporation named KKR & Co. Inc., which became effective on July 1, 2018, KKR & Co. L.P. contributed all of its interests in two wholly-owned subsidiaries, KKR Group Holdings L.P. and KKR Group Limited, to a newly formed and wholly-owned subsidiary, KKR Group Holdings Corp., and KKR Group Holdings L.P. and KKR Group Limited were liquidated. KKR Group Holdings Corp. is now a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited and may be deemed to be the beneficial owner of all or a portion of the securities reported herein. Each of KKR Group Holdings L.P. and KKR Group Limited are separately filing an "exit" Form 4 to reflect the above. This internal reorganization did not involve any purchase or sale of securities of Laureate Education, Inc. (the "Issuer").
- (2) KKR 2006 Fund (Overseas), Limited Partnership directly holds these shares of Class A Common Stock of the Issuer ("Class A Common Stock").
- (3) KKR Partners II (International), L.P. directly holds these shares of Class A Common Stock. KKR PI-II GP Limited is the general partner of KKR Partners II (International), L.P.
- (4) Each share of Class B Common Stock ("Class B Common Stock") of the Issuer is convertible into one share of Class A Common Stock upon the election of the holder or upon transfer, subject to the terms of the Issuer's Amended and Restated Certificate of Incorporation.
- (5) Shares of Class B Common Stock are held directly by Wengen Alberta, Limited Partnership ("Wengen"). Wengen Investments Limited ("Wengen GP") is the general partner of Wengen. Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal Investments, Inc.,

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StepStone Group LP, Sterling Fund Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. Affiliates of the Reporting Person and certain of the other Wengen Investors have designated representatives who serve as the members of the board of directors of Wengen GP.

- (6) KKR 2006 Fund (Overseas), Limited Partnership may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen.

- (7) KKR Partners II (International), L.P. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen. KKR PI-II GP Limited is the general partner of KKR Partners II (International), L.P.

- (8) KKR Associates 2006 (Overseas), Limited Partnership is the general partner of KKR 2006 Fund (Overseas), Limited Partnership. KKR 2006 Limited is the general partner of KKR Associates 2006 (Overseas), Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR 2006 Limited. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings Corp. is a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLC is the controlling shareholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

- (9) The Reporting Person may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the Reporting Person is the beneficial owner of any securities reported herein, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

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Remarks:

The acquisition of beneficial ownership is exempt from Section 16 of the Exchange Act, pursuant to

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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