

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)

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|--|---|---|--|---|--|
| <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>WMIH CORP. [WMIH]</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</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(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</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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)

| 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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|-------------------------------|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 10,065,629 | \$ 1.1 | I | See Footnotes (2) (3) (7) (8) |
| Series B Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 148,148,148 | \$ 1.35 | I | See Footnotes (2) (5) (7) (8) |
| Warrants | Â (6) | 01/30/2019 | Common Stock | 30,700,000 | \$ 1.32 | I | See Footnotes (2) (3) (7) (8) |
| Warrants | Â (6) | 01/30/2019 | Common Stock | 30,700,000 | \$ 1.43 | I | See Footnotes (2) (3) (7) (8) |

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

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Signatures

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

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) The Series A Convertible Preferred Stock is immediately convertible.

(2) 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 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 WMIH Corp. (the "Issuer").

(3) These securities are held directly by KKR Wand Holdings Corporation. The sole directors and holders of voting stock of KKR Wand Holdings Corporation are Christopher Harrington and Tagar Olson, each of which is an executive of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of KKR Fund Holdings L.P. KKR Fund Holdings L.P. owns 100% of the economic interest in KKR Wand Holdings Corporation.

(4) The holder of the 5.00% Series B Convertible Preferred Stock ("5% Series B Preferred Stock") has no optional right to convert the 5% Series B Preferred Stock into common stock of the Issuer ("Common Stock"). All or a portion of the 5% Series B Preferred Stock automatically converts into Common Stock on each date that the Issuer closes certain acquisitions described in the amendment to the Issuer's Amended and Restated Certificate of Incorporation, which established the terms of the 5% Series B Preferred Stock. In the event of an automatic conversion, the 5% Series B Preferred Stock shall convert into a number of shares of Common Stock equal to the \$1,000 liquidation preference amount divided by the fixed conversion price of \$1.35 per share. The 5% Series B Preferred Stock may be

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converted automatically until October 5, 2019, except in certain circumstances, such period may be extended pursuant to the terms thereof.

(5) Represents securities held by KKR Wand Investors L.P. KKR Wand GP LLC is the general partner of KKR Wand Investors L.P. KKR Wand GP LLC is a wholly-owned subsidiary of KKR Fund Holdings L.P.

(6) The warrants are immediately exercisable.

(7) 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.

(8) 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:

TheÂ acquisitionÂ ofÂ beneficialÂ ownershipÂ isÂ exemptÂ fromÂ SectionÂ 16Â ofÂ theÂ ExchangeÂ Act,Â pursuantÂ 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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