

KKR Group Ltd
Form 4
July 02, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR Group Ltd

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WMIH CORP. [WMIH]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2018

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 below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha		
Series A Convertible Preferred Stock	\$ 1.1	07/01/2018	J ⁽¹⁾		10,065,629	⁽²⁾	⁽²⁾	Common Stock	1	
Series B Convertible Preferred Stock	\$ 1.35	07/01/2018	J ⁽¹⁾		200,000	⁽⁴⁾	⁽⁴⁾	Common Stock	14	
Warrants	\$ 1.32	07/01/2018	J ⁽¹⁾		30,700,000	⁽⁶⁾	01/30/2019	Common Stock	3	
Warrants	\$ 1.43	07/01/2018	J ⁽¹⁾		30,700,000	⁽⁶⁾	01/30/2019	Common Stock	3	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

KKR Group Ltd
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

KKR Group Holdings L.P.
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

Signatures

KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 07/02/2018
 **Signature of Reporting Person Date

KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 07/02/2018
 **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).
- 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 L.P. and KKR Group Limited are filing this "exit" Form 4 to report that they are no longer beneficial owners of securities of WMIH Corp. (the "Issuer"). KKR Group Holdings Corp. is separately filing a Form 3 to report beneficial ownership of securities of the Issuer in connection with the above reorganization. This internal reorganization did not involve any purchase or sale of securities of the Issuer.
- (1) The Series A Convertible Preferred Stock is immediately convertible.
- 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.
- (3) 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 converted automatically until October 5, 2019, except in certain circumstances, such period may be extended pursuant to the terms thereof.
- Represents securities held by KKR Wand Investors Corporation. The sole directors and holders of voting stock of KKR Wand Investors 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 Wand Investors L.P. owns 100% of the economic interest in KKR Wand Investors Corporation. 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.
- (5) The warrants are immediately exercisable.
- KKR Fund Holdings GP Limited is a general partner KKR Fund Holdings L.P. Prior to the reorganization, KKR Group Holdings L.P. was the general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited and KKR Group Limited was the general partner of KKR Group Holdings L.P.
- (7)

Remarks:

Each of the Reporting Persons may have been deemed to be the beneficial owner of all or a portion of the securities reported h

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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