

KRAVIS HENRY R
Form 4
September 05, 2017

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 Fund Holdings L.P.

2. Issuer Name and Ticker or Trading Symbol
Sentio Healthcare Properties Inc
[NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9 WEST 57TH STREET 41ST FLOOR,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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
X 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
3% Senior Cumulative Preferred Stock, Series C	08/31/2017		J ⁽¹⁾	1,000 D <u>(2)</u> 0		I	See Footnotes <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

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SEC 1474 (9-02)

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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 Number Shares
Series B Conv Preferred Units of Sentio Partnership (6)	(6)	08/31/2017		J(1)	1,586,260	(6)	(6)	Common Stock	15,830

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019		X		
KKR Group Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019		X		
KKR Group Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019		X		
KKR & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019		X		
ROBERTS GEORGE R 2800 SAND HILL ROAD MENLO PARK, CA 94025		X		

KRAVIS HENRY R
C/O KOHLBERG KRAVIS ROBERTS & CO
9 WEST 57TH ST
NEW YORK, NY 10019

X

Signatures

KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, a general partner By:
/s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J.
Janetschek, Director 09/05/2017

__Signature of Reporting Person Date

KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher
Title: Attorney-in-fact for William J. Janetschek, Director 09/05/2017

__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 09/05/2017

__Signature of Reporting Person Date

KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title:
Attorney-in-fact for William J. Janetschek, Director 09/05/2017

__Signature of Reporting Person Date

KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence Gallagher
Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial
Officer 09/05/2017

__Signature of Reporting Person Date

KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title:
Attorney-in-fact for William J. Janetschek, Chief Financial Officer 09/05/2017

__Signature of Reporting Person Date

HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title:
Attorney-in-fact 09/05/2017

__Signature of Reporting Person Date

GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title:
Attorney-in-fact 09/05/2017

__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) KAREP Master JV, LLC ("Parent"), KAREP Acquisitions Vehicle, LLC, a wholly owned subsidiary of Parent ("Merger Sub"), the issuer, Sentio Healthcare Properties OP, L.P., the issuer's operating partnership ("Sentio Partnership"), and Sentio Investments, LLC, the issuer's advisor (solely in its capacity as the Stockholders' Representative (as defined in the Merger Agreement)), entered into an Agreement and Plan of Merger, dated as of May 3, 2017 (the "Merger Agreement"), which provides, among other things, for the merger of the issuer with and into Merger Sub (the "Merger"), with Merger Sub to survive the Merger as a wholly owned subsidiary of Parent. The Merger closed on August 31, 2017.
 - (2) In the Merger, Sentinel RE Investment Holdings LP ("Sentinel LP") received: (a) an aggregate of \$100,000 in cash for the 1,000 shares of 3% Series C Senior Cumulative Preferred Stock of the issuer held by Sentinel LP (\$100 per share), and (b) an aggregate of \$220,989,221 in cash for the 1,586,260 Series B Convertible Preferred Units of Sentio Partnership (the "Series B Preferred Units") held

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by Sentinel LP (approximately \$139.31 per unit).

These securities are held directly by Sentinel LP. Sentinel RE Investment Holdings GP LLC is the general partner of Sentinel LP. KKR REPA AIV-1 L.P. is the managing member of Sentinel RE Investment Holdings GP LLC. KKR Associates REPA L.P. is the general partner of KKR REPA AIV-1 L.P. KKR REPA GP LLC is the general partner of KKR Associates REPA L.P. KKR Fund Holdings L.P. is the sole member of KKR REPA GP LLC. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P.

- (3)
- (4) Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

Each of Sentinel RE Investment Holdings GP LLC, KKR REPA AIV-1 L.P., KKR Associates REPA L.P., KKR REPA GP LLC, KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC, and Messrs. Kravis and Roberts may be deemed to be the beneficial owner of the securities held by Sentinel LP.

- (5) 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 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Represents Series B Convertible Preferred Units of Sentio Partnership. Subject to the terms of the Second Amended and Restated Limited Partnership Agreement of Sentio Partnership, dated as of August 5, 2013, entered into by and among the issuer, HPC LP TRS, LLC, and Sentinel LP, Sentinel LP had the right to convert the 1,586,260 Series B Preferred Units into 15,830,938 common units of Sentio Partnership, which were then exchangeable for shares of the issuer's common stock on a one-for-one basis.

- (6)

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.