

KKR Fund Holdings L.P.
Form 3
July 23, 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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
K K R Fund Holdings L.P.		(Month/Day/Year)	Kimbell Royalty Partners, LP [KRP]	
(Last)	(First)	(Middle)	07/12/2018	
, 9 WEST 57TH STREET,			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SUITE 4200				
(Street)			(Check all applicable)	
NEW YORK, NY 10019			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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)
Common units representing limited partner interests	4,599,554	I	See footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>
Common units representing limited partner interests	314,005	I	See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</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	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^	^	^
KKR UPSTREAM LLC 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^	^	^
KKR Fund Holdings GP Ltd 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^	^	^
KKR Group Holdings Corp. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^	^	^
KKR & Co. Inc. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^	^	^
KKR Management LLC 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^	^	^
KRAVIS HENRY R 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^	^	^
ROBERTS GEORGE R 2800 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	^	^	^	^

Signatures

KKR FUND HOLDINGS L.P. By: KKR Group Holdings Corp., its general partner By: /s/
Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J.
Janetschek, Chief Financial Officer

07/23/2018

**Signature of Reporting Person

Date

KKR UPSTREAM LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title:
Attorney-in-fact for William J. Janetschek, Chief Financial Officer

07/23/2018

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__Signature of Reporting Person	Date
KKR FUND HOLDINGS GP LIMITED By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director	07/23/2018
__Signature of Reporting Person	Date
KKR GROUP HOLDINGS CORP. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	07/23/2018
__Signature of Reporting Person	Date
KKR & CO. INC. By: Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	07/23/2018
__Signature of Reporting Person	Date
KKR MANAGEMENT LLC By: Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	07/23/2018
__Signature of Reporting Person	Date
HENRY R. KRAVIS By: Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact	07/23/2018
__Signature of Reporting Person	Date
GEORGE R. ROBERTS By: Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact	07/23/2018
__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) These securities of Kimbell Royalty Partners, LP (the "Issuer") are held by EIGF Aggregator III LLC ("EIGF Aggregator III"). EIGF Aggregator LLC ("EIGF Aggregator") is the managing member of EIGF Aggregator III. KKR Energy Income and Growth Fund I L.P. ("KKR Energy Income") is the managing member of EIGF Aggregator. KKR Associates EIGF L.P. ("KKR Associates") is the general partner of KKR Energy Income.
 - (2) These securities of the Issuer are held by TE Drilling Aggregator LLC ("TE Drilling Aggregator"). KKR Energy Income and Growth Fund I-TE L.P. ("KKR Energy Income TE") is the sole member of TE Drilling Aggregator, and KKR Associates EIGF TE L.P. ("KKR Associates TE") is the general partner of KKR Energy Income TE.
 - (3) KKR EIGF LLC ("KKR EIGF") is the general partner of KKR Associates and the general partner of KKR Associates TE. KKR Upstream Associates LLC ("KKR Upstream Associates") is the sole member of KKR EIGF. KKR Fund Holdings L.P. ("KKR Fund Holdings") and KKR Upstream LLC ("KKR Upstream") are the members of KKR Upstream Associates and KKR Fund Holdings is the sole member of KKR Upstream. KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") is a general partner of KKR Fund Holdings. KKR Group Holdings Corp. ("KKR Group Holdings") is the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings. KKR & Co. Inc. ("KKR & Co.") is the sole shareholder of KKR Group Holdings. KKR Management LLC ("KKR Management") is the controlling shareholder of KKR & Co. Messrs. Kravis and Roberts are the designated members of KKR Management.
 - (4) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. 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.

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

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.