

Edgar Filing: KKR & Co. L.P. - Form RW

KKR & Co. L.P.  
Form RW  
August 09, 2010

KKR & Co. L.P.  
9 West 57th Street, Suite 4200  
New York, New York 10019

August 9, 2010

**VIA EDGAR**

Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.

Mailstop 7010

Washington, D.C. 20549  
Attention: Andrew P. Schoeffler, Esq.

**Re: KKR & Co. L.P. Registration Statement on Form S-1 (File No. 333-166687)**

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-1 initially filed with the Securities and Exchange Commission ( Commission ) by KKR & Co. L.P. (the Registrant ) on May 10, 2010 and an amendment thereto subsequently filed by the Registrant on June 16, 2010 (File No. 333-166687) (together with all amendments, the Registration Statement ). Pursuant to Rule 477 promulgated under the Securities Act of 1933 ( Securities Act ), the Registrant hereby applies for the withdrawal of the Registration Statement together with all exhibits thereto, effective as of the date of this application or as soon as practicable thereafter.

At this time, the Registrant has elected not to proceed with the public offering contemplated by the Registration Statement due to unfavorable market conditions. The Registration Statement has not been declared effective by the Commission and the Registrant confirms that it has not sold any securities pursuant to the Registration Statement.

The Registrant requests that, in accordance with Rule 457(p) promulgated under the Securities Act, all fees paid to the Securities and Exchange Commission in connection with the filing of the Registration Statement be credited for future use.

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Upon the granting of the Commission's consent, please forward copies of the order withdrawing the Registration Statement to the undersigned at KKR & Co. L.P., 9 West 57th Street, Suite 4200, New York, New York 10019 and to the Registrant's counsel, Joseph H. Kaufman at Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017.

If you have questions or require additional information, please do not hesitate to contact Joseph H. Kaufman at (212) 455-2948.

Sincerely,

KKR & Co. L.P.

By: KKR Management LLC  
Its General Partner

By: */s/ William J. Janetschek*  
Name: William J. Janetschek  
Title: Chief Financial Officer

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