

ROBERTS GEORGE R

Form 4

April 09, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KKR Fund Holdings L.P.

(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  
Sentio Healthcare Properties Inc  
[NONE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/04/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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

SEC 1474  
(9-02)

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

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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 or Number of Shares
Series B Convt Preferred Units of Sentio Partnership (4)	(4)	04/04/2014		P	54,000	(4) (4)	Common Stock 538,922

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

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

X

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

X

## Signatures

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

04/09/2014

\_\_Signature of Reporting Person

Date

KKR FUND HOLDINGS GP LIMITED By: /s/ Richard J. Kreider Name: Richard J. Kreider  
Title: Attorney-in-fact for William J. Janetschek, Director

04/09/2014

\_\_Signature of Reporting Person

Date

KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Richard  
J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Director

04/09/2014

\_\_Signature of Reporting Person

Date

KKR GROUP LIMITED By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:  
Attorney-in-fact for William J. Janetschek, Director

04/09/2014

\_\_Signature of Reporting Person

Date

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

04/09/2014

\_\_Signature of Reporting Person

Date

KKR MANAGEMENT LLC By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:  
Attorney-in-fact for William J. Janetschek, Chief Financial Officer

04/09/2014

\_\_Signature of Reporting Person

Date

HENRY R. KRAVIS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:  
Attorney-in-fact

04/09/2014

\_\_Signature of Reporting Person

Date

GEORGE R. ROBERTS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:  
Attorney-in-fact

04/09/2014

\_\_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) These securities are held directly by Sentinel RE Investment Holdings LP ("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 KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a

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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.

- (2) 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.

- (3) 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 Healthcare Properties OP, L.P., the issuer's operating partnership ("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 has the right to convert the 54,000 Series B Convertible Preferred Units of Sentio Partnership into 538,922 common units of Sentio Partnership, which are then exchangeable for shares of the issuer's common stock on a one-for-one basis.

- (4)

### Remarks:

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