

ROBERTS GEORGE R
Form 4
April 09, 2014

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)

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

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

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

(Street)

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

NEW YORK, NY 10019

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	Price

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

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(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 Conv 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. X
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

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

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.