

KKR Fund Holdings L.P.
Form 4
August 15, 2018

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.

(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
RigNet, Inc. [RNET]

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 08/13/2018 | | P | 13,402 | \$ 13.48 (1) | 4,763,402 | I | See Footnotes (2) (3) (4) |
| Common Stock | 08/14/2018 | | P | 18,992 | \$ 13.82 (5) | 4,782,394 | I | See Footnotes (2) (3) (4) |
| Common Stock | 08/15/2018 | | P | 25,773 | \$ 13.5 (6) | 4,808,167 | I | See Footnotes (2) (3) (4) |

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.

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | 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.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Fund Holdings GP Ltd
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Group Holdings Corp.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

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

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

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

ROBERTS GEORGE R
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
2800 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

Signatures

| | |
|--|------------|
| KKR FUND HOLDINGS L.P. By: KKR Group Holdings Corp., a general partner By: /s/ William J. Janetschek Name: William J. Janetschek Title: Chief Financial Officer | 08/15/2018 |
| __Signature of Reporting Person | Date |
| KKR FUND HOLDINGS GP LIMITED By: /s/ William J. Janetschek Name: William J. Janetschek Title: Director | 08/15/2018 |
| __Signature of Reporting Person | Date |
| KKR GROUP HOLDINGS CORP. By: /s/ William J. Janetschek Name: William J. Janetschek Title: Chief Financial Officer | 08/15/2018 |
| __Signature of Reporting Person | Date |
| KKR & CO. INC. By: /s/ William J. Janetschek Name: William J. Janetschek Title: Chief Financial Officer | 08/15/2018 |
| __Signature of Reporting Person | Date |
| KKR MANAGEMENT LLC By: /s/ William J. Janetschek Name: William J. Janetschek Title: Chief Financial Officer | 08/15/2018 |
| __Signature of Reporting Person | Date |
| HENRY R. KRAVIS By: /s/ William J. Janetschek Name: William J. Janetschek Title: Attorney-in-fact | 08/15/2018 |
| __Signature of Reporting Person | Date |
| GEORGE R. ROBERTS By: /s/ William J. Janetschek Name: William J. Janetschek Title: Attorney-in-fact | 08/15/2018 |
| __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) The price reported in Column 4 is a weighted average price. These shares of common stock ("Common Stock") of RigNet, Inc. (the "Issuer") were purchased in multiple transactions ranging from \$13.30 to \$13.80, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (1), (5) and (6).

(2) These securities are held directly by Digital Oilfield Investments LP. Digital Oilfield Investments GP Limited is the general partner of Digital Oilfield Investments LP. KKR European Fund III, Limited Partnership is the sole shareholder of Digital Oilfield Investments GP Limited. KKR Associates Europe III, Limited Partnership is the general partner of KKR European Fund III, Limited Partnership. KKR Europe III Limited is the general partner of KKR Associates Europe III, Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR Europe III Limited. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings Corp. is a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLC is the controlling shareholder of KKR & Co. Inc.

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

Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. 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, as amended, 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.

- (4) The price reported in Column 4 is a weighted average price. These shares of Common Stock were purchased in multiple transactions ranging from \$13.575 to \$14.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares of Common Stock were purchased in multiple transactions ranging from \$13.05 to \$13.80, inclusive.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, the Reporting Persons have filed this Form 4 on behalf of all reporting persons.

Exhibit 24 - Powers of Attorney

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.