

KKR IFI GP L.P.

Form 3

December 31, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 *

Â KKR Fund Holdings L.P.

(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/31/2014

3. Issuer Name **and** Ticker or Trading Symbol
Walgreens Boots Alliance, Inc. [WBA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ 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 Stock

3,563,711

I

See Footnotes (1) (8) (9) (11)

Common Stock

2,031,058

I

See Footnotes (2) (8) (9) (11)

Common Stock

784,314

I

See Footnotes (3) (8) (9) (11)

Common Stock

4,444

I

See Footnotes (4) (6) (8) (9) (11)

Common Stock

15,634

I

See Footnotes (5) (6) (8) (9) (11)

Common Stock

189

I

See Footnotes (7) (9) (11)

Common Stock

139,689,339

I

See Footnotes (10) (11)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200	Â	Â X	Â	Â

NEW YORK, NY 10019

ROBERTS GEORGE R

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

^ ^ X ^ ^

KKR IFI GP L.P.

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

^ ^ X ^ ^

KKR IFI Ltd

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/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

12/31/2014

__Signature of Reporting Person

Date

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

12/31/2014

__Signature of Reporting Person

Date

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

12/31/2014

__Signature of Reporting Person

Date

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

12/31/2014

__Signature of Reporting Person

Date

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

12/31/2014

__Signature of Reporting Person

Date

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

12/31/2014

__Signature of Reporting Person

Date

HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact

12/31/2014

__Signature of Reporting Person

Date

GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact

12/31/2014

__Signature of Reporting Person

Date

KKR IFI GP L.P. By: KKR IFI Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

12/31/2014

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__Signature of Reporting Person

Date

KKR IFI LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact
for William J. Janetschek, Director

12/31/2014

__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 are held directly by KKR Sprint (2006) Limited. KKR 2006 Fund (Overseas), Limited Partnership is the sole shareholder of KKR Sprint (2006) Limited. KKR Associates 2006 (Overseas), Limited Partnership is the general partner of KKR 2006 Fund (Overseas), Limited Partnership. KKR 2006 Limited is the general partner of KKR Associates 2006 (Overseas), Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR 2006 Limited.
- (2) These securities are held directly by KKR Sprint (European II) Limited. KKR European Fund II, Limited Partnership is the controlling shareholder of KKR Sprint (European II) Limited. KKR Associates Europe II, Limited Partnership is the general partner of KKR European Fund II, Limited Partnership. KKR Europe II Limited is the general partner of KKR Associates Europe II, Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR Europe II Limited.
- (3) These securities are held directly by KKR Sprint (KPE) Limited. KKR PEI Investments, L.P. is the sole shareholder of KKR Sprint (KPE) Limited. KKR PEI Associates, L.P. is the general partner of KKR PEI Investments, L.P. KKR PEI GP Limited is the general partner of KKR PEI Associates, L.P. KKR Fund Holdings L.P. is the sole shareholder of KKR PEI GP Limited.
- (4) These securities are held directly by KKR European Co-Invest Fund I L.P. KKR MIF Carry Holdings L.P. is the general partner of KKR European Co-Invest Fund I L.P. KKR MIF Carry Limited is the general partner of KKR MIF Carry Holdings L.P. KKR Index Fund Investments L.P. is the sole shareholder of KKR MIF Carry Limited.
- (5) These securities are held directly by KKR Reference Fund Investments L.P.
- (6) KKR IFI GP L.P. is the general partner of each of KKR Index Fund Investments L.P. and KKR Reference Fund Investments L.P. KKR IFI Limited is the general partner of KKR IFI GP L.P. KKR Fund Holdings L.P. is the sole shareholder of KKR IFI Limited.
- (7) These securities are held directly by KKR Associates Reserve LLC.
- (8) 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 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.
- (9) Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC and the managers of KKR Associates Reserve LLC.
- (10) These securities are held directly by AB Acquisitions Holdings Limited ("Gibco"). The Reporting Persons jointly control Gibco with affiliates of Stefano Pessina, and therefore may be deemed to indirectly beneficially own the securities held directly by Gibco.
- (11) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons and Gibco, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

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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.