

ROBERTS GEORGE R

Form 3

October 28, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average 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 *

K K R 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. Date of Event Requiring Statement

(Month/Day/Year)

10/18/2013

3. Issuer Name and Ticker or Trading Symbol

Sentio Healthcare Properties Inc [NONE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner

____ Officer ____ Other

(give title below) (specify below)

5. 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

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)

3% Senior Cumulative Preferred Stock, Series C

1,000

I

See Footnotes (1) (2) (3)

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

SEC 1473 (7-02)

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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

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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| (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|--------------------|-----------------------------------|----------------------------------|---|--|------------------------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series B Convrt Preferred Units of Sentio Partnership (4) | Â (4) | Common Stock | 1,417,166 | \$ (4) | I | See Footnotes (1) (2) (3) |

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

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 | 10/28/2013 |
| __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 | 10/28/2013 |
| __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 | 10/28/2013 |
| __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 | 10/28/2013 |
| __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 | 10/28/2013 |
| __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 | 10/28/2013 |
| __Signature of Reporting Person | Date |
| HENRY R. KRAVIS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact | 10/28/2013 |
| __Signature of Reporting Person | Date |
| GEORGE R. ROBERTS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact | 10/28/2013 |
| __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).
- 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 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.
- (1)
 - (2) Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
 - (3) 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. 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

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disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (4) 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 its Series B Convertible Preferred Units of Sentio Partnership into 1,417,166 common units of Sentio Partnership, which are then exchangeable for shares of the issuer's common stock on a one-for-one basis.

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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.

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