

KKR & Co. L.P.  
Form 8-A12B  
July 14, 2010

As filed with the Securities and Exchange Commission on July 14, 2010.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**KKR & Co. L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**26-0426107**  
(I.R.S. Employer  
Identification No.)

**9 West 57th Street, Suite 4200, New York, New York**  
(Address of principal executive offices)

**100019**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**

**Name of each exchange on which  
each class is to be registered**

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**Common Units**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable): **333-165414**

Securities to be registered pursuant to Section 12(g) of the Act:

**Common Units**

(Title of Class)

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the common units representing limited partner interests (the Common Units) of KKR & Co. L.P. (the Registrant) is contained in a prospectus, constituting part of the Registrant's Registration Statement on Form S-1 (File No. 333-165414) relating to the Common Units, filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to 424(b), the Prospectus). The description of the Common Units contained in the Prospectus under the headings Conflicts of Interest and Fiduciary Responsibilities, Description of Our Common Units and Description of Our Limited Partnership Agreement is hereby incorporated by reference into this Form 8-A.

**Item 2. Exhibits.**

None.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

KKR & Co. L.P.  
By: KKR Management LLC, its general partner

Date: July 14, 2010

By: /s/ David J. Sorkin  
Name: David J. Sorkin  
Title: General Counsel