

NextEra Energy Partners, LP
Form SC 13G
April 30, 2019

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____)*

NextEra Energy Partners, LP
(Name of Issuer)

Common Units
(Title of Class of Securities)

65341B106
(CUSIP Number)

April 21, 2019
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Flatirons Holdco L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

5,098,750

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.3%¹

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

The ownership percentages are calculated based upon 61,248,662 units of NextEra Energy Partners, LP's Common Units ("Common Units") outstanding, which equals the sum of (i) 56,149,912 Common Units outstanding as of March 31, 2019, as reported in NextEra Energy Partners, LP's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019, as filed with the Securities and Exchange Commission on April 23, 2019, and (ii) 5,098,750 Common Units issuable upon the conversion of the Series A Convertible Preferred Units representing limited partner interests in NextEra Energy Partners, LP beneficially owned by the Reporting Persons (as defined herein).

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

1

KKR Flatirons Holdco GP LLC

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

5,098,750

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

5,098,750

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Flatirons Aggregator L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

5,098,750

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

KKR Flatirons Aggregator GP LLC

2

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SOLE VOTING POWER

5

5,098,750

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Global Infrastructure Investors II (NEP) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

5,098,750

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.3%¹

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Associates Infrastructure II AIV L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

5,098,750

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Infrastructure II AIV GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

5,098,750

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Financial Holdings LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
5,098,750

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
5,098,750

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Fund Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5

5,098,750

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Fund Holdings GP Limited

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5

5,098,750

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Group Holdings Corp.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

5,098,750

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

CO

CUSIP No. 65341B106 13G Page 13 of 23 Pages

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR & Co. Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

5,098,750

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

CO

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKR Management LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

5,098,750

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

5,098,750

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

8.3%¹

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Henry R. Kravis

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
5,098,750

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
5,098,750

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.3%¹

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 65341B106 13G Page 16 of 23 Pages

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

George R. Roberts

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
5,098,750

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
5,098,750

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,098,750

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.3%¹

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 65341B106 13G Page 17 of 23 Pages

Pursuant to Rule 13d-1(c) under the Securities Exchange Act of 1934, as amended (the “Act”), each of the persons listed below under Item 2 (each a “Reporting Person,” and collectively the “Reporting Persons”), have agreed to file one statement with respect to their beneficial ownership of the Common Units of NextEra Energy Partners, LP (the “Issuer”).

Item 1(a). Name of Issuer:

NextEra Energy Partners, LP

Item 1(b). Address of Issuer’s Principal Executive Offices:

700 Universe Boulevard, Juno Beach, Florida 33408

Item 2(a). Name of Person Filing:

KKR Flatirons Holdco L.P. (“KKR Flatirons Holdco”)
KKR Flatirons Holdco GP LLC (“KKR Flatirons Holdco GP”)
KKR Flatirons Aggregator L.P. (“KKR Flatirons Aggregator”)
KKR Flatirons Aggregator GP LLC (“KKR Flatirons Aggregator GP”)
KKR Global Infrastructure Investors II (NEP) L.P. (“KKR Global Infrastructure Investors II (NEP)”)
KKR Associates Infrastructure II AIV L.P. (“KKR Associates Infrastructure II AIV”)
KKR Infrastructure II AIV GP LLC (“KKR Infrastructure II AIV GP”)
KKR Financial Holdings LLC (“KKR Financial”)
KKR Fund Holdings L.P. (“KKR Fund Holdings”)
KKR Fund Holdings GP Limited (“KKR Fund Holdings GP”)
KKR Group Holdings Corp. (“KKR Group Holdings”)
KKR & Co. Inc. (“KKR & Co.”)
KKR Management LLC (“KKR Management”)
Henry R. Kravis
George R. Roberts

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business office for all persons filing (other than George R. Roberts) is:

c/o Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street, Suite 4200
New York, NY 10019

The principal business office for George R. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P.
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94025

Item 2(c). Citizenship:

See Item 4 of each cover page.

Item 2(d). Title of Class of Securities:

Common Units

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Item 2(e). CUSIP Number:

65341B106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

Not applicable.

Item 4. Ownership

(a) Amount beneficially owned:

The ownership percentages are calculated based upon 61,248,662 Common Units outstanding, which equals the sum of (i) 56,149,912 Common Units outstanding as of March 31, 2019, as reported in the Issuer's Quarterly Report on Form 10 Q for the quarterly period ended March 31, 2019, as filed with the Securities and Exchange Commission on April 23, 2019, and (ii) 5,098,750 Common Units issuable upon the conversion of the Preferred Units (as defined herein) beneficially owned by the Reporting Persons.

On November 14, 2017, KKR Flatirons Holdco acquired 5,098,750 Series A Convertible Preferred Units representing limited partner interests in the Issuer (the "Preferred Units"). Pursuant to the Third Amended and Restated Agreement of Limited Partnership of the Issuer, dated as of December 21, 2018, under certain circumstances the Preferred Units will be convertible into Common Units on a one for one basis, subject to adjustment.

The Preferred Units will be convertible into Common Units of the Issuer at KKR Flatirons Holdco's option beginning on June 20, 2019.

Accordingly, as of April 21, 2019, KKR Flatirons Holdco may have been deemed to be the beneficial owner of 5,098,750 Common Units issuable upon the conversion of the Preferred Units held by KKR Flatirons Holdco, which represented 8.3% of the total number of Common Units outstanding.

Each of KKR Flatirons Holdco GP (as the general partner of KKR Flatirons Holdco), KKR Flatirons Aggregator (as the sole member of KKR Flatirons Holdco GP), KKR Flatirons Aggregator GP (as the general partner of KKR Flatirons Aggregator), KKR Global Infrastructure Investors II (NEP) (as the sole member of KKR Flatirons Aggregator GP), KKR Associates Infrastructure II AIV (as the general partner of KKR Global Infrastructure Investors II (NEP)), KKR Infrastructure II AIV GP (as the general partner of KKR Associates Infrastructure II AIV), KKR Financial (as the Class B member of KKR Infrastructure II AIV GP), KKR Fund Holdings (as the Class A member of KKR Infrastructure II AIV GP and the sole member of KKR Financial); KKR Fund Holdings GP (as a general partner of KKR Fund Holdings), KKR Group Holdings (as a general partner of KKR Fund Holdings and the sole shareholder of KKR Fund Holdings GP), KKR & Co. (as the sole shareholder of KKR Group Holdings); KKR Management (as the Class B common stockholder of KKR & Co.) and Messrs. Henry R. Kravis and George R. Roberts (as the designated members of KKR Management), may also be deemed to be the beneficial owner of 5,098,750 Common Units issuable upon the conversion of the Preferred Units held by KKR Flatirons Holdco, but each disclaims beneficial ownership of such shares.

(b) Percent of class:

See Item 4(a) above.

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of

See Item 8 of each cover page.

Item 5. Ownership of 5 Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

See Item 4 above. To the best knowledge of the Reporting Persons, no one other than the Reporting Persons and the partners, members, affiliates and shareholders of the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 5,098,750 Common Units that the Reporting Persons may be deemed to be the beneficial owner of.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 30, 2019

KKR FLATIRONS HOLDCO L.P.

By: KKR Flatirons Holdco GP LLC, its general partner

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

KKR FLATIRONS HOLDCO GP LLC

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

KKR FLATIRONS AGGREGATOR L.P.

By: KKR Flatirons Aggregator GP LLC, its general partner

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

KKR FLATIRONS AGGREGATOR GP LLC

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

KKR GLOBAL INFRASTRUCTURE
INVESTORS II (NEP) L.P.

By: KKR Associates Infrastructure II AIV L.P., its general partner

By: KKR Infrastructure II AIV GP LLC,
its general partner

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

Chief Financial Officer

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KKR ASSOCIATES INFRASTRUCTURE II AIV L.P.
By: KKR Infrastructure II AIV GP LLC, its general partner

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

KKR INFRASTRUCTURE II AIV GP LLC

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

KKR FINANCIAL HOLDINGS LLC

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek,
President and Chief Executive Officer

KKR FUND HOLDINGS L.P.
By: KKR Group Holdings Corp., a general partner

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

KKR FUND HOLDINGS GP LIMITED

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Title: Attorney-in-fact for William J. Janetschek, Director

KKR GROUP HOLDINGS CORP.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
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Chief Financial Officer

KKR & CO. INC.

By: /s/ Terence P. Gallagher
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Chief Financial Officer

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KKR MANAGEMENT LLC

By: /s/ Terence P. Gallagher
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Chief Financial Officer

HENRY R. KRAVIS

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
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GEORGE R. ROBERTS

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact

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EXHIBIT INDEX

Exhibit Number Title

1 Joint Filing Agreement dated April 30, 2019

2 Power of Attorneys granted by Henry R. Kravis, George R. Roberts and William J. Janetschek
