

ROBERTS GEORGE R
Form 4
September 26, 2013

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)
09/24/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/24/2013 | | X | | 246,598 | A | \$ 0.04 | 4,296,289 | I | See Footnotes (1) (2) (3) |
| Common Stock | 09/24/2013 | | X | | 446,999 | A | \$ 7 | 4,743,288 | I | See Footnotes (1) (2) (3) |
| Common Stock | 09/24/2013 | | X | | 6,712 | A | \$ 7 | 4,750,000 | I | See Footnotes (1) (2) (3) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Warrants to purchase Common Stock | \$ 0.04 | 09/24/2013 | | X | 246,598 | ⁽⁴⁾ 12/31/2015 | | Common Stock | 246,598 |
| Warrants to purchase Common Stock | \$ 7 | 09/24/2013 | | X | 446,999 | ⁽⁴⁾ 12/31/2015 | | Common Stock | 446,999 |
| Warrants to purchase Common Stock | \$ 7 | 09/24/2013 | | X | 6,712 | ⁽⁴⁾ 09/15/2015 | | Common Stock | 6,712 |

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

9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

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

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

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

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

ROBERTS GEORGE R
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
9 WEST 57TH STREET, SUITE 4200
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 09/26/2013

__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 09/26/2013

__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 09/26/2013

__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 09/26/2013

__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 09/26/2013

__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 09/26/2013

__Signature of Reporting Person Date

HENRY R. KRAVIS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:
Attorney-in-fact

09/26/2013

__Signature of Reporting Person

Date

GEORGE R. ROBERTS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:
Attorney-in-fact

09/26/2013

__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).

- 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.
- (1) 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 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.
- (2) Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- Each of Digital Oilfield Investments GP Limited, KKR European Fund III, Limited Partnership, KKR Associates Europe III, Limited Partnership, KKR Europe III Limited, 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
- (3) of the securities held by Digital Oilfield Investments 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 disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (4) The warrants are immediately exercisable.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR

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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