

J M SMUCKER Co
Form 4
September 25, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

9 WEST 57TH STREET 41ST FLOOR,

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
J M SMUCKER Co [SJM]

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, without par value | 09/25/2015 | | S | | 8,277,495 (2) | D | \$ 113.31 (1) |
| | | | | | 0 | I | Held through Blue Holdings I, L.P. (2) (3) (4) (5) |

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.

SEC 1474 (9-02)

Edgar Filing: J M SMUCKER Co - Form 4

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Fund Holdings GP Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Group Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Group Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Management LLC 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH ST NEW YORK, NY 10019 | | X | | |
| | | X | | |

ROBERTS GEORGE R
2800 SAND HILL ROAD
MENLO PARK, CA 94025

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 | 09/25/2015 |
| __Signature of Reporting Person | Date |
| By: 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 | 09/25/2015 |
| __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 | 09/25/2015 |
| __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 | 09/25/2015 |
| __Signature of Reporting Person | Date |
| KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director | 09/25/2015 |
| __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 | 09/25/2015 |
| __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 | 09/25/2015 |
| __Signature of Reporting Person | Date |
| HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact | 09/25/2015 |
| __Signature of Reporting Person | Date |
| GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact | 09/25/2015 |
| __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).
- (1) This amount represents the secondary price per share of common stock, without par value ("Common Stock"), of The J. M. Smucker Company (the "Issuer") received by Blue Holdings I, L.P. ("Blue Holdings") in an underwritten secondary block trade.
 - (2) These shares represent shares of Common Stock that were sold by Blue Holdings. Prior to the sale, Blue Holdings directly owned all of the shares of Common Stock reported herein. Prior to the sale, KKR 2006 Fund L.P. and certain of its affiliates held limited partner interests in Blue Holdings and KKR 2006 Fund L.P. held membership interests in, and had the right to appoint managers to the board of,

Edgar Filing: J M SMUCKER Co - Form 4

Blue Holdings GP, LLC, the general partner of Blue Holdings.

- (3) The general partner of KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P. KKR Fund Holdings GP Limited is a general partner of 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. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

- (4) Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. 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.

- (5) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR 2006 Fund L.P., KKR Associates 2006 L.P. and KKR 2006 GP LLC have filed a separate Form 4.

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.