

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KKR Group Partnership L.P.</u> _____ (Last) (First) (Middle) 30 HUDSON YARDS _____ (Street) NEW YORK NY 10001 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2024	3. Issuer Name and Ticker or Trading Symbol <u>BrightSpring Health Services, Inc.</u> [ BTSG ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Stock	81,339,986	I	See Footnotes <sup>(1)(2)</sup>

**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 (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
KKR Group Partnership L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 30 HUDSON YARDS  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10001  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KKR Group Holdings Corp.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 30 HUDSON YARDS  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10001  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KKR Group Co. Inc.  
 \_\_\_\_\_  
 \_\_\_\_\_

(Last) (First) (Middle)  
**30 HUDSON YARDS**

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(Street)  
**NEW YORK NY 10001**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**[KKR & Co. Inc.](#)**

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(Last) (First) (Middle)  
**30 HUDSON YARDS**

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(Street)  
**NEW YORK NY 10001**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**[KKR Management LLP](#)**

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(Last) (First) (Middle)  
**30 HUDSON YARDS**

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(Street)  
**NEW YORK NY 10001**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**[KRAVIS HENRY R](#)**

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(Last) (First) (Middle)  
**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
30 HUDSON YARDS**

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(Street)  
**NEW YORK NY 10001**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**[ROBERTS GEORGE R](#)**

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(Last) (First) (Middle)  
**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
2800 SAND HILL ROAD, SUITE 200**

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(Street)  
**MENLO PARK CA 94025**

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(City) (State) (Zip)

**Explanation of Responses:**

1. Represents securities held by KKR Phoenix Aggregator L.P. KKR Phoenix Aggregator GP LLC is the general partner of KKR Phoenix Aggregator L.P. KKR Americas Fund XII L.P. is the sole member of KKR Phoenix Aggregator GP LLC. KKR Associates Americas XII L.P. is the general partner of KKR Americas Fund XII L.P. KKR Americas XII Limited is the general partner of KKR Associates Americas XII L.P. KKR Group Partnership L.P. is the sole shareholder of KKR Americas XII Limited. KKR Group Holdings Corp. is the general partner of KKR Group Partnership L.P. KKR Group Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR & Co. Inc. is the sole shareholder of KKR Group Co. Inc. KKR Management LLP is the Series I preferred stockholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the founding partners of KKR Management LLP.

2. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. 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.

**Remarks:**

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons



**POWER OF ATTORNEY**

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Henry R. Kravis

Name: Henry R. Kravis

Date: May 28, 2014

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**POWER OF ATTORNEY**

Know all men by these presents that George R. Roberts does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ George R. Roberts

Name: George R. Roberts

Date: May 28, 2014

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