FORM 3

KKR Group Co. Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0104 OMB Number: Estimated average burden

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES** hours per response:

						(a) of the Securities Exchar le Investment Company Act			1934			
1. Name and Addre	Requiring S (Month/Day	2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2024		3. Issuer Name and Ticker or Trading Symbol BrightSpring Health Services, Inc. [BTSG]								
(Last) (Fi	rst)	(Middle)			- 1	Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) NEW YORK	Y	10001	_			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			
(City) (St	ate)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)				в	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 ⁽¹⁾	(2)
		(e.g				Securities Beneficia ts, options, convert				s)		
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable Expiration Date (Month/Day/Year)			ate	ıd	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conver			rcise		6. Nature of Indirect Beneficial Ownership (Instr.		
			Date Exercisable	Expiration Date	on	Title	Amo or Num of Shar		Derivat Securit	tive	or Indirect (I) (Instr. 5)	5)
1. Name and Addre		-										
(Last) 30 HUDSON Y	(First)	(Mi	ddle)									
(Street) NEW YORK	NY	10	001									
(City)	(State)	(Zi _l	o)	-								
1. Name and Addre		-										
(Last) 30 HUDSON Y	(First)	(Mi	ddle)									
(Street) NEW YORK	NY	10	001									
(City)	(State)	(Zij	0)									
1. Name and Addre	ess of Repo	orting Person*		1								

(Last)	(First)	(Middle)							
30 HUDSON YA	ARDS								
(Street) NEW YORK	NV	10001							
	1 1 1	10001							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person*									
KKR & Co. I	nc.								
	(F: 0)	(1.0.1.11.)							
(Last) 30 HUDSON YA	(First)	(Middle)							
30 HUDSON 17	AKDS								
(Street)		-							
NEW YORK	NY	10001							
,									
(City)	(State)	(Zip)							
1. Name and Addres	ss of Reporting Perso	on [*]							
KKR Manage	ement LLP								
(Last)	(First)	(Middle)							
30 HUDSON YA	ARDS								
(Street)	NIV	10001							
NEW YORK	NY	10001							
(City)	(State)	(Zip)							
Name and Address of Reporting Person*									
KRAVIS HENRY R									
(Last)	(First)	(Middle)							
C/O KOHLBER	G KRAVIS ROBI	ERTS & CO. L.P.							
30 HUDSON YARDS									
(Street)	NIV	10001							
NEW YORK	NY	10001							
(City)	(State)	(Zip)							
1. Name and Addres	ss of Reporting Perso	on [*]							
ROBERTS GEORGE R									
(Last)	(First)	(Middle)							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.									
2800 SAND HILL ROAD, SUITE 200									
(Street)	CA	04025							
MENLO PARK	CA	94025							
(City)	(State)	(Zip)							
(· /	S F7							

Explanation of Responses:

Remarks:

^{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 Holdings Corp. KKR & Co. Inc. is the sole shareholder of 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.

KKR GROUP

PARTNERSHIP L.P. By:

KKR Group Holdings

Corp., its general partner 01/26/2024

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Secretary

KKR GROUP HOLDINGS CORP. By:

/s/ Christopher Lee Name: 01/26/2024

Christopher Lee Title:

Secretary

KKR GROUP CO. INC.

By: /s/ Christopher Lee 01/26/2024

Name: Christopher Lee

Title: Secretary

KKR & CO. INC. By: /s/

Christopher Lee, Name: 01/26/2024

Christopher Lee, Title:

Secretary

KKR MANAGEMENT

LLP By: /s/ Christopher

Lee, Name: Christopher 01/26/2024

Lee, Title: Assistant

Secretary

HENRY R. KRAVIS By:

/s/ Christopher Lee, Name: 01/26/2024

Christopher Lee, Title:

Attorney-in-fact

GEORGE R. ROBERTS

By: /s/ Christopher Lee,

Name: Christopher Lee, 01/26/2024

Name: Christopher Lee,

<u>Title: Attorney-in-fact</u>

** Signature of Reporting

Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $Note: File \ three \ copies \ of \ this \ Form, \ one \ of \ which \ must \ be \ manually \ signed. \ If \ space \ is \ insufficient, \ see \ Instruction \ 6 \ for \ procedure.$

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 Number.

^{*} If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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