

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 Phoenix Aggregator 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 ⁽¹⁾⁽²⁾

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 Phoenix Aggregator L.P.

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

 (Street)
 NEW YORK NY 10001

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KKR Phoenix Aggregator GP LLC

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

 (Street)
 NEW YORK NY 10001

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KKR Americas Fund XII L.P.

(Last)	(First)	(Middle)
30 HUDSON YARDS		
<hr/>		
(Street)		
NEW YORK	NY	10001
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[KKR Associates Americas XII L.P.](#)

(Last)	(First)	(Middle)
30 HUDSON YARDS		
<hr/>		
(Street)		
NEW YORK	NY	10001
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[KKR Americas XII Ltd](#)

(Last)	(First)	(Middle)
30 HUDSON YARDS		
<hr/>		
(Street)		
NEW YORK	NY	10001
<hr/>		
(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 have filed a separate Form 3.

[KKR Phoenix Aggregator L.P. By: KKR Phoenix Aggregator GP LLC, its general partner, By: /s/](#) 01/26/2024

[Christopher Lee Name: Christopher Lee Title: Assistant Secretary.](#)

[KKR Phoenix Aggregator GP LLC By: /s/ Christopher Lee Name: 01/26/2024](#)

[Christopher Lee Title: Assistant Secretary.](#)

[KKR Americas Fund XII L.P. By: KKR Associates Americas XII L.P., its general partner, By: KKR Americas XII Limited, its general partner, By: /s/](#) 01/26/2024

[Christopher Lee Name: Christopher Lee Title: Assistant Secretary.](#)

[KKR Associates Americas XII L.P. By: KKR Americas XII Limited, its](#) 01/26/2024

general partner By: /s/

Christopher Lee Name:

Christopher Lee Title:

Assistant Secretary.

KKR Americas XII

Limited By: /s/

Christopher Lee Name:

01/26/2024

Christopher Lee Title:

Assistant Secretary.

** Signature of Reporting
Person

Date

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

* 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).

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.