SEC Form 4

(Street) NEW YORK

(City)

NY

(State)

10001

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB	APPROVAL
	ALLINGVAL

OMB Number:	3235-0287
Estimated average but	rden
hours per response:	0.5

to Sec obliga	this box if no le tion 16. Form 4 tions may conti ction 1(b).	or Form 5	STATEMEN Filed	l pursuar	nt to s	Section	16(a) o	of the S	Securities Excl	hange /	Act of 193		RSHIP		OMB Numb Estimated a hours per r	average burd	3235-0287 en 0.5	
1. Name and Address of Reporting Person [*] <u>KKR 2006 Allstar Blocker L.P.</u>				2. Issu	Academy Sports & Outdoors, Inc. [ASO] (Check all applic Director								licab tor	r X 10% Owner				
(Last) (First) (Middle) C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS					3. Date of Earliest Transaction (Month/Day/Year) 04/07/2021								- Officer (give title Other (specify below) below)					
					Line) Form file								filed filed	oint/Group Filing (Check Applicable ed by One Reporting Person ed by More than One Reporting				
(City)	(St	ate) (2	Zip)															
			I - Non-Deriva					uired				efic	-		1			
1. Title of	Security (Ins	tr. 3)	2. Transaction Date (Month/Day/Year	2A. Deeme Execution if any (Month/Day		Date,	3. Transaction Code (Instr. 8)				ıuired (A) or (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following		6. Owners Form: Dire (D) or Indirect (I) (Instr. 4)	ct Indired	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)					
Commor	1 Stock		04/07/2021				S		1,405,157	D	\$28.4	28.48 7,543,597		7	I	_	See footnotes ⁽¹⁾⁽⁴⁾⁽⁵⁾	
Commor	1 Stock		04/07/2021				S		2,788,392	D	\$28.4	\$28.48 14,969,5		509 I			See footnotes ⁽²⁾⁽⁴⁾⁽⁵⁾	
Common Stock 04/07/2021					S		3,601,091	D	\$28.48 1		19,332,496		I	See footn	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾			
		Tal	ble II - Derivat (e.g., pເ						Disposed ns, conve					d				
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. Transac Code (li 8)	ction	5. Nur of Deriv Secur Acqui (A) or Dispo of (D) (Instr. and 5	mber ative rities ired osed . 3, 4	6. Date Exercisab Expiration Date (Month/Day/Year)		nd 7 A S U D S	7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	ivative surities neficially ned owing oorted nsaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)		Date Exerci	Expirat sable Date		Amo or Num of Shai	nber						
		Reporting Person [*] ar Blocker L.																
		(First) KRAVIS ROBEF DS	(Middle) RTS & CO. L.P.		-													
(Street) NEW Y	ORK	NY	10001		-													
(City)		(State)	(Zip)															
		Reporting Person [*] The second sec																
(Last) C/O KO		(First) KRAVIS ROBEF	(Middle) RTS & CO. L.P.															

1. Name and Addres <u>Allstar LLC</u>	s of Reporting Person [*]	
(Last) C/O KOHLBER(30 HUDSON YA	(First) G KRAVIS ROBERTS ARDS	(Middle) S & CO. L.P.
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
1. Name and Addres Allstar Co-Inv	s of Reporting Person [*] vest <u>GP LLC</u>	
(Last) C/O KOHLBER(30 HUDSON YA	(First) G KRAVIS ROBERT: ARDS	(Middle) S & CO. L.P.
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
	s of Reporting Person [*] Ind (Allstar) L.P.	
(Last) C/O KOHLBER(30 HUDSON YA	(First) G KRAVIS ROBERTS ARDS	(Middle) S & CO. L.P.
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
	s of Reporting Person [*] tes 2006 AIV L.P.	<u>.</u>
(Last) C/O KOHLBER(30 HUDSON YA	(First) G KRAVIS ROBERT ARDS	(Middle) S & CO. L.P.
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
1. Name and Addres <u>KKR 2006 Al</u>	s of Reporting Person [*] IV GP LLC	
(Last) C/O KOHLBER(30 HUDSON YA	(First) G KRAVIS ROBERTS ARDS	(Middle) S & CO. L.P.
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)

Explanation of Responses:

1. These shares of Common Stock are held by KKR 2006 Allstar Blocker L.P.

2. These shares of Common Stock are held by Allstar Co-Invest Blocker L.P. The general partner of Allstar Co-Invest Blocker L.P. is Allstar Co-Invest GP LLC.

3. These shares of Common Stock are held by Allstar LLC. The managing member of Allstar LLC is KKR 2006 Fund (Allstar) L.P. The general partner of KKR 2006 Fund (Allstar) L.P. is KKR Associates 2006 AIV L.P.

4. KKR 2006 AIV GP LLC is the general partner of each of KKR 2006 Allstar Blocker L.P. and KKR Associates 2006 AIV L.P. and the sole member of Allstar Co-Invest GP LLC. The sole member of KKR 2006 AIV GP LLC is KKR Group Partnership L.P. KKR Group Holdings Corp. is the general partner of KKR Group Partnership L.P. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. 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. 5. 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 4 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 4.

KKR 2006 ALLSTAR BLOCKER L.P. By: KKR 2006 AIV GP LLC, its gener partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in- fact for Robert H. Lewin, Chief Financial Officer	<u>04/09/2021</u>
ALLSTAR CO-INVEST BLOCKER L.P. By: Allstar Co-Invest GP LLC, its gener partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in- fact for Robert H. Lewin, Chief Financial Officer	<u>04/09/2021</u>
<u>ALLSTAR LLC By: /s/</u> <u>Terence P. Gallagher Name:</u> <u>Terence P. Gallagher Title:</u> <u>Attorney-in-fact for Robert H</u> Lewin, Chief Financial Offic	
ALLSTAR CO-INVEST GP LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in- fact for Robert H. Lewin, Chief Financial Officer	<u>04/09/2021</u>
KKR 2006 FUND (ALLSTAR) L.P. By: KKR Associates 2006 AIV L.P., its general partner By: KKR 200 AIV GP LLC, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in- fact for Robert H. Lewin, Chief Financial Officer	0 <u>6</u> 04/09/2021
KKR ASSOCIATES 2006 AIV L.P. By: KKR 2006 AIV GP LLC, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer	<u>04/09/2021</u>
KKR 2006 AIV GP LLC By /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer	<u>04/09/2021</u>
** 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 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).

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.