SEC Form 4

(City)

(State)

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
MB Number:	3235-0287						

87 verage burden sponse: 0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

footnotes⁽¹⁾⁽⁴⁾⁽⁵⁾

footnotes⁽²⁾⁽⁴⁾⁽⁵⁾

footnotes⁽³⁾⁽⁴⁾⁽⁵⁾

11. Nature of Indirect Beneficial Ownership (Instr. 4)

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 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940								OMB Number: 3235-0287 Estimated average burden hours per response: 0.5											
1. Name and Address of Reporting Person [*] KKR 2006 Allstar Blocker L.P.			2. Issuer Name and Ticker or Trading Symbol <u>Academy Sports & Outdoors, Inc.</u> [ASO]								Check all app) Direc	licab tor	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) 07/12/2021								- Officer (give title Other (specify below) below)							
(Street) NEW YORK NY 10001			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								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) (Z	Zip)																
1. Title of Security (Instr. 3) 2. Tran Date		2. Transaction	2A. Exc r) if a	2A. Deemed Execution Date, if any (Month/Day/Year)		Acquired, 3. Transaction Code (Instr. 8)		, Disposed of, or Benef 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			A) or	5. Amount of Securities Beneficially Owned Following		6. Ownersl Form: Dire (D) or Indirect (I) (Instr. 4)	ct Indire	7. Nature of Indirect Beneficia Ownership (Instr 4)			
							Code	v	Amount	(A) (D)	or I	Price	Transaction(s	Reported Transaction(s) (Instr. 3 and 4)					
Common	Stock		07/12/2021				s		1,820,749	Γ)	\$ <mark>38.3</mark>	.3 3,361,282 I		I	See footnotes ⁽¹⁾⁽⁴⁾⁽⁴⁾			
Common	Stock		07/12/2021				s		3,613,093	093 D		\$ <mark>38.3</mark>	6,670,127		6,670,127		27 I See		otes ⁽²⁾⁽⁴⁾⁽
Common Stock		07/12/2021	7/12/2021					4,666,158		D \$38.3		8,614,193		I	See footn	tnotes ⁽³⁾⁽⁴⁾⁽³			
		Tal	ble II - Derivat (e.g., pt						Disposed on ns, conver					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)		action (Instr.	5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5)	ative (ities red sed 3, 4	Expirat	ate Exercisable and ration Date nth/Day/Year) 7. Title and Amount of Securities Underlying Derivative Security (Ir 3 and 4)		unt of rities erlying vative rity (Insti	8. Price of Derivative Security (Instr. 5)	deri Sec Ben Owr Foll Rep Trar	lumber of ivative uurities heficially ned lowing ported nsaction(s) tr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Benefi t (D) Owner lirect (Instr.			
				Code	v	(A)		Date Exercis	Expirati sable Date		Title	Amoun or Numbe of Shares	r						
		f Reporting Person [*] ar Blocker L.	<u>P.</u>																
		(First) KRAVIS ROBEF DS	(Middle) RTS & CO. L.P.																
(Street) NEW Y	ORK	NY	10001																
(City)		(State)	(Zip)																
		f Reporting Person [*] St Blocker L.P																	
		(First) KRAVIS ROBEF DS	(Middle) RTS & CO. L.P.																
(Street) NEW Y	ORK	NY	10001																

1. Name and Address of Reporting Person*								
(Last)	(First)	(Middle)						
C/O KOHLBERG	KRAVIS ROBERTS	& CO. L.P.						
30 HUDSON YAI	RDS							
(Street)								
NEW YORK	NY	10001						
(City)	(State)	(Zip)						
1. Name and Address Allstar Co-Inv								
(Last)	(First)	(Middle)						
C/O KOHLBERG	KRAVIS ROBERTS	& CO. L.P.						
30 HUDSON YAI	RDS							
(Street) NEW YORK	NY	10001						
(City)	(State)	(Zip)						
1. Name and Address <u>KKR 2006 Fu</u>	of Reporting Person [*] nd (<u>Allstar) L.P.</u>							
(Last) C/O KOHLBERG	(First) F KRAVIS ROBERTS	(Middle) & CO. L.P.						
30 HUDSON YAI	RDS							
(Street)								
NEW YORK	NY	10001						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] KKR Associates 2006 AIV L.P.								
(Last)	(First)	(Middle)						
C/O KOHLBERG	KRAVIS ROBERTS	& CO. L.P.						
30 HUDSON YAI	RDS							
(Street) NEW YORK	NY	10001						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] KKR 2006 AIV GP LLC								
(Last)	(First)	(Middle)						
C/O KOHLBERG	KRAVIS ROBERTS	& CO. L.P.						
30 HUDSON YAI	RDS							
(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 ALLS <u>BLOCKER L.P. 1</u> 2006 AIV GP LL partner By: /s/ Te <u>Gallagher Name:</u> <u>Gallagher Title: /</u> fact for Robert H Chief Financial C	<u>By: KKR</u> . <u>C</u> , <u>its general</u> <u>rence P.</u> <u>Terence P.</u> <u>Attorney-in-</u> <u>. Lewin</u> , <u>Dfficer</u>	<u>07/14/2021</u>
ALLSTAR CO-II BLOCKER L.P. 1 Co-Invest GP LL partner By: /s/ Te Gallagher Name: Gallagher Title: / fact for Robert H Chief Financial C	By: Allstar <u>C, its general</u> rence P. <u>Terence P.</u> <u>Attorney-in-</u> . Lewin,	<u>07/14/2021</u>
ALLSTAR LLC <u>Terence P. Gallag</u> <u>Terence P. Gallag</u> <u>Attorney-in-fact</u> <u>Lewin, Chief Fin</u>	<u>sher Name:</u> <u>sher Title:</u> for Robert H.	<u>07/14/2021</u>
<u>ALLSTAR CO-II</u> <u>LLC By: /s/ Teres</u> <u>Gallagher Name:</u> <u>Gallagher Title: <i>I</i> fact for Robert H <u>Chief Financial C</u></u>	<u>nce P.</u> <u>Terence P.</u> <u>Attorney-in-</u> . Lewin,	<u>07/14/2021</u>
KKR 2006 FUNI (ALLSTAR) L.P. Associates 2006 GP By: KKR 200 LLC, its general /s/ Terence P. Gal Name: Terence P. Title: Attorney-in Robert H. Lewin, Financial Officer	By: KKR AIV L.P., its 06 AIV GP partner By: llagher . Gallagher 1-fact for . Chief	<u>07/14/2021</u>
KKR ASSOCIAT AIV L.P. By: KK GP LLC, its gene By: /s/ Terence P. Name: Terence P. Title: Attorney-in Robert H. Lewin, Financial Officer	TES 2006 R 2006 AIV eral partner Gallagher Gallagher h-fact for Chief	<u>07/14/2021</u>
KKR 2006 AIV (/s/ Terence P. Gal Name: Terence P. Title: Attorney-in Robert H. Lewin, Financial Officer	<u>llagher</u> . Gallagher 1-fact for . Chief	<u>07/14/2021</u>
** Signature of Repo	orting 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.