

Willbros Group, Inc.\NEW\
 Form 3
 April 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|------------------------|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â KKR Credit Advisors (US) LLC | | (Month/Day/Year) | Willbros Group, Inc.\NEW\ [WG] | |
| (Last) | (First) | 03/31/2015 | | |
| 555 CALIFORNIA STREET, 50TH FLOOR,Â | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| SAN FRANCISCO,Â CAÂ 94104 | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (give title below) | (specify below) | <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, \$0.05 par value | 10,125,410 ⁽¹⁾ | I | See footnotes ⁽¹⁾ ⁽²⁾ |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Credit Advisors (US) LLC 555 CALIFORNIA STREET, 50TH FLOOR SAN FRANCISCO, CA 94104 | ^ | ^ X | ^ | ^ |
| Kohlberg Kravis Roberts & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Management Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Management Holdings Corp 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Group Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Group Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Management LLC 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH ST NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| ROBERTS GEORGE R 2800 SAND HILL ROAD MENLO PARK, CA 94025 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| KKR CREDIT ADVISORS (US) LLC By: /s/ Nicole J. Macarchuk Name: Nicole J. Macarchuk Title: General Counsel | 04/09/2015 |
| __Signature of Reporting Person | Date |
| KOHLBERG KRAVIS ROBERTS & CO. L.P. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William Janetschek, Chief Financial Officer | 04/09/2015 |
| __Signature of Reporting Person | Date |
| KKR MANAGEMENT HOLDINGS L.P. By: KKR Management Holdings Corp., its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 04/09/2015 |
| __Signature of Reporting Person | Date |
| KKR MANAGEMENT HOLDINGS CORP. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 04/09/2015 |
| __Signature of Reporting Person | Date |
| KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director | 04/09/2015 |
| __Signature of Reporting Person | Date |
| KKR GROUP LIMITED By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director | 04/09/2015 |
| __Signature of Reporting Person | Date |
| KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 04/09/2015 |
| __Signature of Reporting Person | Date |
| KKR MANAGEMENT LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 04/09/2015 |
| __Signature of Reporting Person | Date |
| HENRY R. KRAVIS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact | 04/09/2015 |
| __Signature of Reporting Person | Date |
| GEORGE R. ROBERTS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact | 04/09/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
 - (1) Represents the aggregate number of shares of common stock, par value \$0.05 per share ("Common Stock"), of Willbros Group, Inc. held in investment funds for which KKR Credit Advisors (US) LLC ("KKR Credit") or any of its subsidiaries serves as an investment advisor.
 - (2) Kohlberg Kravis Roberts & Co. L.P. is the holder of all of the outstanding equity interests in KKR Credit. KKR Management Holdings L.P. is the general partner of Kohlberg Kravis Roberts & Co. L.P., and KKR Management Holdings Corp. is the general partner of KKR Management Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Management Holdings Corp., and KKR

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Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

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Remarks:

EachÂ ReportingÂ PersonÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ anyÂ securitiesÂ reportedÂ herein,Â exceptÂ toÂ theÂ

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

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