

KRAVIS HENRY R
Form 3
October 13, 2009

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 *

Â KRAVIS HENRY R
(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P.,Â 9
WEST 57TH STREET, SUITE
4200

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/01/2009

3. Issuer Name and Ticker or Trading Symbol
PRIMEDIA INC [PRM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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, par value \$.01 per share	5,635,773	I	Held through MA Associates, L.P. (1) (2) (4)
Common Stock, par value \$.01 per share	2,533,333	I	Held through FP Associates, L.P. (1) (2) (4)
Common Stock, par value \$.01 per share	5,754,000	I	Held through Magazine Associates, L.P. (1) (2) (4)
Common Stock, par value \$.01 per share	1,562,500	I	Held through Publishing Associates, L.P. (1) (2) (4)
Common Stock, par value \$.01 per share	2,083,333	I	Held through Channel One Associates, L.P. (1) (2) (4)
Common Stock, par value \$.01 per share	245,437	I	

			Held through KKR Partners II, L.P. <u>(1)</u> <u>(2)</u> <u>(4)</u>
Common Stock, par value \$.01 per share	8,198,339	I	Held through KKR 1996 Fund, L.P. <u>(1)</u> <u>(3)</u> <u>(4)</u>

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 Security	5. Ownership Form of Derivative Security: 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			
Common Stock Warrant (right to buy)	Â <u>(5)</u>	Â <u>(6)</u>	Common Stock, par value \$.01 per share	645,000	\$ 42	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>
Common Stock Warrant (right to buy)	Â <u>(5)</u>	Â <u>(6)</u>	Common Stock, par value \$.01 per share	41,667	\$ 42	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>
Common Stock Warrant (right to buy)	Â <u>(5)</u>	Â <u>(7)</u>	Common Stock, par value \$.01 per share	166,667	\$ 42	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>
Common Stock Warrant (right to buy)	Â <u>(5)</u>	Â <u>(7)</u>	Common Stock, par value \$.01 per share	208,333	\$ 42	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>
Common Stock Warrant (right to buy)	Â <u>(5)</u>	Â <u>(7)</u>	Common Stock, par value \$.01 per share	250,000	\$ 42	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRAVIS HENRY R
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. Â Â X Â Â
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

Signatures

/s/ William J. Janetschek, Attorney-in-Fact for Henry R. 10/13/2009
 Kravis

__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) Henry R. Kravis is filing this Form 3 concurrently with filings being made as a result of a structural reorganization of KKR & Co. L.P. and its affiliates ("KKR") in connection with the combination of the businesses of KKR and KKR Private Equity Investors, L.P.
- (2) MA Associates, L.P. ("MA Associates") directly owns 5,635,773 shares of Common Stock, par value \$.01 per share of PRIMEDIA INC (the "Common Stock"); FP Associates, L.P. ("FP Associates") directly owns 2,533,333 shares of Common Stock; Magazine Associates, L.P. ("Magazine Associates") directly owns 5,754,000 shares of Common Stock; Publishing Associates, L.P. ("Publishing Associates") directly owns 1,562,500 shares of Common Stock; Channel One Associates, L.P. ("Channel One Associates") directly owns 2,083,333 shares of Common Stock; and KKR Partners II, L.P. ("Partners") directly owns 245,437 shares of Common Stock. KKR Associates, L.P. ("KKR Associates") is the sole general partner of MA Associates, FP Associates, Magazine Associates, Publishing Associates, Channel One Associates and Partners, and may be deemed to beneficially own the securities held by such entities.
- (3) KKR 1996 Fund L.P. ("KKR 1996 Fund") directly owns 8,198,339 shares of Common Stock. In addition, KKR 1996 Fund holds warrants exercisable for 1,311,667 shares of Common Stock. KKR Associates 1996 L.P. (as the sole general partner of KKR 1996 Fund) and KKR 1996 GP LLC (as the sole general partner of KKR Associates 1996 L.P.) may be deemed to beneficially own the securities beneficially owned by KKR 1996 Fund.
- (4) Mr. Kravis and George R. Roberts are managers of KKR 1996 GP LLC and are also the members of the Executive Committee of KKR Associates and may be deemed to have or share beneficial ownership of the reported securities that may be deemed to be beneficially owned by such entities. Mr. Kravis and each other person named in notes (2) through (4) disclaims beneficial ownership of any securities reported herein, except to the extent of such person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, Mr. Kravis is the beneficial owner of any equity securities covered by this statement.
- (5) Immediately exercisable.
- (6) 645,000 of the warrants will expire on the date that is the earlier of August 24, 2011 and the closing date of any transaction that results in a change of control, as defined in the warrant instruments. 41,667 of the warrants will expire on the date that is the earlier of November 24, 2011 and the closing date of any transaction that results in a change of control, as defined in the warrant instruments.
- (7) 166,667 of the warrants will expire on the date that is the earlier of February 24, 2012 and the closing date of any transaction that results in a change of control, as defined in the warrant instruments. 208,333 of the warrants will expire on the date that is the earlier of May 24, 2012 and the closing date of any transaction that results in a change of control, as defined in the warrant instruments. 250,000 of the warrants will expire on the date that is the earlier of August 24, 2012 and the closing date of any transaction that results in a change of control, as defined in the warrant instruments.

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Remarks:
 ExhibitÂ 24Â PowerÂ ofÂ Attorney.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.