

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 Sprint (KPE) Ltd</u>  (Last) (First) (Middle) C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200  (Street) NEW YORK NY 10019  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2014	3. Issuer Name and Ticker or Trading Symbol <u>Walgreens Boots Alliance, Inc. [ WBA ]</u>	
		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 checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	3,563,711	I	See Footnotes <sup>(1)(8)(9)(11)</sup>
Common Stock	2,031,058	I	See Footnotes <sup>(2)(8)(9)(11)</sup>
Common Stock	784,314	I	See Footnotes <sup>(3)(8)(9)(11)</sup>
Common Stock	4,444	I	See Footnotes <sup>(4)(6)(8)(9)(11)</sup>
Common Stock	15,634	I	See Footnotes <sup>(5)(6)(8)(9)(11)</sup>
Common Stock	189	I	See Footnotes <sup>(7)(9)(11)</sup>
Common Stock	139,689,339	I	See Footnotes <sup>(10)(11)</sup>

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 Sprint (KPE) Ltd  
 (Last) (First) (Middle)  
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
 9 WEST 57TH STREET, SUITE 4200  
 (Street)  
 NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KKR PEI Investments, L.P.  
 (Last) (First) (Middle)  
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
 9 WEST 57TH STREET, SUITE 4200  
 (Street)  
 NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR PEI Associates, L.P.](#)

(Last) (First) (Middle)

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

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR PEI GP LTD](#)

(Last) (First) (Middle)

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

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR European Co-Invest Fund I L.P.](#)

(Last) (First) (Middle)

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

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR MIF Carry Holdings L.P.](#)

(Last) (First) (Middle)

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

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR MIF Carry Ltd](#)

(Last) (First) (Middle)

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

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR Index Fund Investments L.P.](#)

(Last) (First) (Middle)

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

(Street)

NEW YORK NY 10019

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">KKR Reference Fund Investments, L.P.</a>		
(Last)	(First)	(Middle)
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.		
9 WEST 57TH STREET, SUITE 4200		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">KKR Associates Reserve LLC</a>		
(Last)	(First)	(Middle)
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.		
9 WEST 57TH STREET, SUITE 4200		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are held directly by KKR Sprint (2006) Limited. KKR 2006 Fund (Overseas), Limited Partnership is the sole shareholder of KKR Sprint (2006) Limited. KKR Associates 2006 (Overseas), Limited Partnership is the general partner of KKR 2006 Fund (Overseas), Limited Partnership. KKR 2006 Limited is the general partner of KKR Associates 2006 (Overseas), Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR 2006 Limited.
2. These securities are held directly by KKR Sprint (European II) Limited. KKR European Fund II, Limited Partnership is the controlling shareholder of KKR Sprint (European II) Limited. KKR Associates Europe II, Limited Partnership is the general partner of KKR European Fund II, Limited Partnership. KKR Europe II Limited is the general partner of KKR Associates Europe II, Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR Europe II Limited.
3. These securities are held directly by KKR Sprint (KPE) Limited. KKR PEI Investments, L.P. is the sole shareholder of KKR Sprint (KPE) Limited. KKR PEI Associates, L.P. is the general partner of KKR PEI Investments, L.P. KKR PEI GP Limited is the general partner of KKR PEI Associates, L.P. KKR Fund Holdings L.P. is the sole shareholder of KKR PEI GP Limited.
4. These securities are held directly by KKR European Co-Invest Fund I L.P. KKR MIF Carry Holdings L.P. is the general partner of KKR European Co-Invest Fund I L.P. KKR MIF Carry Limited is the general partner of KKR MIF Carry Holdings L.P. KKR Index Fund Investments L.P. is the sole shareholder of KKR MIF Carry Limited.
5. These securities are held directly by KKR Reference Fund Investments L.P.
6. KKR IFI GP L.P. is the general partner of each of KKR Index Fund Investments L.P. and KKR Reference Fund Investments L.P. KKR IFI Limited is the general partner of KKR IFI GP L.P. KKR Fund Holdings L.P. is the sole shareholder of KKR IFI Limited.
7. These securities are held directly by KKR Associates Reserve LLC.
8. KKR Fund Holdings GP Limited is a general partner KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR 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.
9. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC and the managers of KKR Associates Reserve LLC.
10. These securities are held directly by AB Acquisitions Holdings Limited ("Gibco"). The Reporting Persons jointly control Gibco with affiliates of Stefano Pessina, and therefore may be deemed to indirectly beneficially own the securities held directly by Gibco.
11. Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons and Gibco, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

**Remarks:**

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, certain of the Reporting Persons have filed a separate Form 3.

[KKR SPRINT \(KPE\)](#)  
[LIMITED By: /s/ Terence](#)  
[Gallagher Name: Terence](#) [12/31/2014](#)  
[Gallagher Title: Attorney-in-](#)  
[fact for William J. Janetscheck,](#)  
[Director](#)  
[KKR PEI INVESTMENTS,](#)  
[L.P. By: KKR PEI Associates,](#)  
[L.P., its general partner By:](#)  
[KKR PEI GP Limited, its](#)  
[general partner By: /s/ Terence](#) [12/31/2014](#)  
[Gallagher Name: Terence](#)  
[Gallagher Title: Attorney-in-](#)  
[fact for William J. Janetscheck,](#)  
[Director](#)  
[KKR PEI ASSOCIATES, L.P.](#)  
[By: KKR PEI GP Limited, its](#)  
[general partner By: /s/ Terence](#)  
[Gallagher Name: Terence](#) [12/31/2014](#)  
[Gallagher Title: Attorney-in-](#)  
[fact for William J. Janetscheck,](#)  
[Director](#)  
[KKR PEI GP Limited By: /s/](#) [12/31/2014](#)  
[Terence Gallagher Name:](#)

Terence Gallagher Title:  
Attorney-in-fact for William J.  
Janetscheck, Director  
KKR EUROPEAN CO-  
INVEST FUND I L.P. By:  
KKR MIF Carry Holdings L.P.,  
its general partner By: KKR  
MIF Carry Limited, its general  
partner By: /s/ Terence 12/31/2014

Gallagher Name: Terence  
Gallagher Title: Attorney-in-  
fact for William J. Janetscheck,  
Director

KKR MIF CARRY  
HOLDINGS L.P. By: KKR  
MIF Carry Limited, its general  
partner By: /s/ Terence 12/31/2014

Gallagher Name: Terence  
Gallagher Title: Attorney-in-  
fact for William J. Janetscheck,  
Director

KKR MIF CARRY LIMITED  
By: /s/ Terence Gallagher  
Name: Terence Gallagher Title: 12/31/2014  
Attorney-in-fact for William J.  
Janetscheck, Director

KKR INDEX FUND  
INVESTMENTS L.P. By:  
KKR IFI GP L.P., its general  
partner By: KKR IFI Limited,  
its general partner By: /s/ 12/31/2014

Terence Gallagher Name:  
Terence Gallagher Title:  
Attorney-in-fact for William J.  
Janetscheck, Director

KKR REFERENCE FUND  
INVESTMENTS L.P. By:  
KKR IFI GP L.P., its general  
partner By: KKR IFI Limited,  
its general partner By: /s/ 12/31/2014

Terence Gallagher Name:  
Terence Gallagher Title:  
Attorney-in-fact for William J.  
Janetscheck, Director

KKR ASSOCIATES  
RESERVE LLC By: /s/  
Terence Gallagher Name:  
Terence Gallagher Title: 12/31/2014  
Attorney-in-fact for Henry R.  
Kravis, Manager

\*\* 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.**