

FIRST DATA CORP
Form SC 13G/A
February 13, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*
First Data Corporation
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

32008D106
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 32008D106 13G Page 2

NAMES OF REPORTING PERSONS

1
New Omaha Holdings L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
364,441,146

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9
364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

CUSIP No. 32008D106 13G Page 3

NAMES OF REPORTING PERSONS

1
New Omaha Holdings LLC

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

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364,441,146

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

CUSIP No. 32008D106 13G Page 4

NAMES OF REPORTING PERSONS

1

KKR 2006 Fund L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

364,441,146

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

CUSIP No. 32008D106 13G Page 5

NAMES OF REPORTING PERSONS

1 KKR Associates 2006 L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4 Delaware

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
364,441,146

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9 364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

CUSIP No. 32008D106 13G Page 6

NAMES OF REPORTING PERSONS

1

KKR 2006 GP LLC

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

364,441,146

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

CUSIP No. 32008D106 13G Page 7

NAMES OF REPORTING PERSONS

1 KKR Fund Holdings L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4 Cayman Islands

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
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EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

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364,441,146

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

CUSIP No. 32008D106 13G Page 8

NAMES OF REPORTING PERSONS

1 KKR Fund Holdings GP Limited

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4 Cayman Islands

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
364,441,146

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9 364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

CUSIP No. 32008D106 13G Page 9

NAMES OF REPORTING PERSONS

1 KKR Group Holdings Corp.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4 Delaware

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
364,441,146

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

8
364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9 364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

CO

CUSIP No. 32008D106 13G Page 10

NAMES OF REPORTING PERSONS

1
KKR & Co. Inc.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
364,441,146

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

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364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9
364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

CO

CUSIP No. 32008D106 13G Page 11

NAMES OF REPORTING PERSONS

1
KKR Management LLC

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
364,441,146

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

CUSIP No. 32008D106 13G Page 12

NAMES OF REPORTING PERSONS

1 Henry R. Kravis

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4 United States

SOLE VOTING POWER

5 0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6 364,441,146

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 364,441,146

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9 364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

IN

CUSIP No. 32008D106 13G Page 13

NAMES OF REPORTING PERSONS

1
George R. Roberts

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4
United States

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

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364,441,146

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT
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REPORTING PERSON

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364,441,146

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

11

ROW (9)

39.1%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

IN

CUSIP No. 32008D106 13G Page 14
EXPLANATORY NOTE

This is Amendment No. 2 to the Schedule 13G filed with the Securities and Exchange Commission on February 16, 2016, as amended on February 13, 2018. This Amendment No. 2 reflects, among other things, the conversion of KKR & Co. L.P., a Delaware limited partnership, into a Delaware corporation named KKR & Co. Inc., which became effective on July 1, 2018, pursuant to which KKR & Co. L.P. contributed all of its interests in two wholly-owned subsidiaries, KKR Group Holdings L.P. and KKR Group Limited to a newly formed and wholly-owned subsidiary, KKR Group Holdings Corp., and KKR Group Holdings L.P. and KKR Group Limited were liquidated (the “KKR Reorganization”). The KKR Reorganization did not involve any purchase or sale of securities of the issuer.

Pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the “Act”), and as provided in the Joint Filing Agreement filed as Exhibit A to this Statement on Schedule 13G, each of the persons listed below under Item 2 (each a “Reporting Person” and collectively, the “Reporting Persons”), have agreed to file one statement with respect to their ownership of Class A Common Stock, par value \$0.01 per share, of First Data Corporation.

Item 1.

(a). Name of Issuer

First Data Corporation (the “Company”)

(b). Address of Issuer’s Principal Executive Offices:

225 Liberty Street, 29th Floor
New York, New York 10281

Item 2(a). Name of Person Filing:

New Omaha Holdings L.P.
New Omaha Holdings LLC
KKR 2006 Fund L.P.
KKR Associates 2006 LP
KKR 2006 GP LLC
KKR Fund Holdings L.P.
KKR Fund Holdings GP Limited
KKR Group Holdings Corp.
KKR & Co. Inc.
KKR Management LLC
Henry R. Kravis
George R. Roberts

Item 2(b). Address of Principal Business Office, or, if none, Residence:

The principal business office for all persons filing (other than George R. Roberts) is:
c/o Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street, Suite 4200
New York, NY 10019

CUSIP No. 32008D106 13G Page 15

The principal business office for George R. Roberts is:
c/o Kohlberg Kravis Roberts & Co. L.P.
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94025

Item 2(c). Citizenship

See Item 4 of each cover page.

Item 2(d). Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share (“Class A Common Stock”)

Item 2(e). CUSIP Number:

32008D106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

New Omaha Holdings L.P. may be deemed to beneficially own 364,441,146 shares of Class A Common Stock by virtue of the 364,441,146 shares of Class B Common Stock that it holds, which represents 39.1% of the total number of shares of Class A Common Stock outstanding, calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended, based on 567,013,360 shares of Class A Common Stock outstanding as of September 30, 2018 as reported in the Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2018, filed with the Securities and Exchange Commission on October 31, 2018, plus the number of shares of Class A Common Stock that may be received upon conversion of shares of Class B common stock of the Issuer beneficially owned by New Omaha Holdings L.P. Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time at the option of the holder with the prior consent of the Issuer, upon the election of the holders of a majority of the then-outstanding shares of Class B Common Stock, automatically upon transfer, with certain exceptions, and upon certain other events.

Each of New Omaha Holdings LLC (as the sole general partner of New Omaha Holdings L.P.); KKR 2006 Fund L.P. (as the sole member of New Omaha Holdings LLC); KKR Associates 2006 L.P. (as the general partner of KKR 2006 Fund L.P.); KKR 2006 GP LLC (as the general partner of KKR Associates 2006 L.P.); KKR Fund Holdings L.P. (as the designated member of KKR 2006 GP LLC); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings Corp. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited); KKR & Co. Inc. (as the sole shareholder of KKR Group Holdings Corp.) KKR Management LLC (as the Class B common stockholder of KKR & Co. Inc.) and Messrs. Kravis and Roberts (as the designated members of KKR Management LLC) may be deemed to be the beneficial owner of any shares of Class A Common Stock beneficially owned by New Omaha Holdings L.P., but each disclaims beneficial ownership of such shares.

CUSIP No. 32008D106 13G Page 16

(b) Percent of class:

See Item 4(a) above.

(c) Number of shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page and Item 4(a) above.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page and Item 4(a) above.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page and Item 4(a) above.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page and Item 4(a) above.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

As described above in Explanatory Note, KKR Group Holdings L.P. and KKR Group Limited are no longer reporting persons on this Schedule 13G.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4 above. To the best knowledge of the Reporting Persons, no one other than such Reporting Persons and the partners, members, affiliates or shareholders of such Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds, from, the sale of Class A Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

CUSIP No. 32008D106 13G Page 17

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2019

NEW OMAHA HOLDINGS L.P.

By: New Omaha Holdings LLC, its general partner

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Vice President, Treasurer and Secretary

NEW OMAHA HOLDINGS LLC

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Vice President, Treasurer and Secretary

KKR 2006 FUND L.P.

By: KKR Associates 2006 L.P., its general partner

By: KKR 2006 GP LLC, its general partner

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Chief Financial Officer

KKR ASSOCIATES 2006 L.P.

By: KKR 2006 GP LLC, its general partner

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Chief Financial Officer

KKR 2006 GP LLC

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Chief Financial Officer

CUSIP No. 32008D106 13G Page 18

KKR FUND HOLDINGS L.P.

By: KKR Group Holdings Corp., a general partner

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Chief Financial Officer

KKR FUND HOLDINGS GP LIMITED

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Director

KKR GROUP HOLDINGS CORP.

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Chief Financial Officer

KKR & CO. INC.

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Chief Financial Officer

KKR MANAGEMENT LLC

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact for William J. Janetschek,
Chief Financial Officer

HENRY R. KRAVIS

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact

GEORGE R. ROBERTS

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher

Title: Attorney-in-fact

CUSIP No. 32008D106 13G Page 19

EXHIBIT LIST

Exhibit
A Joint Filing Agreement, dated as of February 13, 2019.

Power of Attorney, dated as of May 28, 2014, granted by William J. Janetschek (previously filed with the Schedule 13G filed on February 16, 2016 and incorporated herein by reference)

Exhibit B Power of Attorney, dated as of May 28, 2014, granted by Henry R. Kravis (previously filed with the Schedule 13G filed on February 16, 2016 and incorporated herein by reference)

Power of Attorney, dated as of May 28, 2014, granted by George R. Roberts (previously filed with the Schedule 13G filed on February 16, 2016 and incorporated herein by reference)
