

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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 NGT (Dream) Blocker Parent L.P.</u> (Last) (First) (Middle) 30 HUDSON YARDS (Street) NEW YORK NY 10001 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/24/2024	3. Issuer Name and Ticker or Trading Symbol <u>OneStream, Inc. [OS]</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) 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)
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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: 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 Units	(1)	(1)	Class D Common Stock ⁽²⁾	55,088,485	(1)	I	See Footnotes ⁽³⁾⁽⁷⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	31,550,215	(2)	I	See Footnotes ⁽⁴⁾⁽⁷⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	3,923,236	(2)	I	See Footnotes ⁽⁵⁾⁽⁷⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	104,415	(2)	I	See Footnotes ⁽⁶⁾⁽⁷⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	1,877,656	(2)	I	See Footnotes ⁽⁸⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	911,324	(2)	I	See Footnotes ⁽⁹⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	6,379,265	(2)	I	See Footnotes ⁽¹⁰⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	8,571,639	(2)	I	See Footnotes ⁽¹¹⁾⁽¹³⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	1,284,616	(2)	I	See Footnotes ⁽¹²⁾⁽¹³⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	2,642,933	(2)	I	See Footnotes ⁽¹⁴⁾⁽¹⁶⁾⁽¹⁷⁾
Class D Common Stock	(2)	(2)	Class A Common Stock	1,367,034	(2)	I	See Footnotes ⁽¹⁵⁾⁽¹⁶⁾⁽¹⁷⁾

1. Name and Address of Reporting Person*

[KKR NGT \(Dream\) Blocker Parent L.P.](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KKR NGT \(Dream\) Blocker Parent \(EEA\) L.P.](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KKR Associates NGT L.P.](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KKR Next Gen Tech Growth Ltd](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[K-PRIME AG Financing LP](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[K-PRIME Hedge-Finance GP Ltd](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[K-PRIME Aggregator L.P.](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[K-PRIME GP LLC](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KKR Associates Group L.P.](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KKR Associates Group GP LLC](#)

(Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

Explanation of Responses:

1. Common Units represent limited liability company units of OneStream Software LLC ("Common Units") and an equal number of shares of Class C common stock ("Class C Common Stock") of OneStream, Inc. (the "Issuer"). Common Units may be redeemed by the holder at any time on or following the closing of the Issuer's initial public offering for shares of Class D common stock ("Class D Common Stock") on a one-for-one basis, and a corresponding number of shares of Class C Common Stock will be forfeited in connection with the redemption. The Common Units have no expiration date. The Class D Common Stock is in turn convertible at any time, at the holder's election, into the Issuer's Class A common stock ("Class A Common Stock") on a one-for-one basis. Each outstanding share of Class D Common Stock will automatically convert into one share of the Issuer's Class A Common Stock on the first trading day following the seventh anniversary of the Issuer's initial public offering.

2. The Class D Common Stock is convertible at any time, at the holder's election, into Class A Common Stock on a one-for-one basis. Each outstanding share of Class D Common Stock will automatically convert into one share of the Issuer's Class A Common Stock on the first trading day following the seventh anniversary of the Issuer's initial public offering.

3. Represents securities held by KKR Dream Holdings LLC. KKR Dream Aggregator L.P. is the sole member of KKR Dream Holdings LLC. KKR Dream Aggregator GP LLC is the general partner of KKR Dream Aggregator L.P. KKR Americas Fund XII (Dream) L.P. is the sole member of KKR Dream Aggregator GP LLC.

4. Represents securities held by KKR Americas XII (Dream) Blocker Parent L.P.

5. Represents securities held by KKR Americas XII EEA (Dream) Blocker Parent L.P.

6. Represents securities held by KKR Americas XII (Dream II) Blocker Parent L.P.

7. KKR Associates Americas XII AIV L.P. is the general partner of each of KKR Americas Fund XII (Dream) L.P., KKR Americas XII (Dream) Blocker Parent L.P., KKR Americas XII EEA (Dream) Blocker Parent L.P., and KKR Americas XII (Dream II) Blocker Parent L.P. KKR Americas XII AIV GP LLC is the general partner of KKR Associates Americas XII AIV L.P.

8. Represents securities held by KKR TFO Partners L.P. KKR Associates TFO L.P. is the general partner of KKR TFO Partners L.P. KKR TFO GP Limited is the general partner of KKR Associates TFO L.P.

9. Represents securities held by KKR Custom Equity Opportunities Fund L.P. KKR Associates Custom Equity Opportunities L.P. is the general partner of KKR Custom Equity Opportunities Fund L.P. KKR Custom Equity Opportunities Limited is the general partner of KKR Associates Custom Equity Opportunities L.P.

10. Represents securities held by KKR-Milton Strategic Partners L.P. KKR Associates Milton Strategic L.P. is the general partner of KKR-Milton Strategic Partners L.P. KKR Milton Strategic Limited is the general partner of KKR Associates Milton Strategic L.P.

11. Represents securities held by KKR NGT (Dream) Blocker Parent L.P.

12. Represents securities held by KKR NGT (Dream) Blocker Parent (EEA) L.P.

13. KKR Associates NGT L.P. is the general partner of KKR NGT (Dream) Blocker Parent L.P. and KKR NGT (Dream) Blocker Parent (EEA) L.P. KKR Next Gen Tech Growth Limited is the general partner of KKR Associates NGT L.P.

14. Represents securities held by KKR Wolverine I Ltd. KKR Financial Management LLC is the portfolio manager of KKR Wolverine I Ltd. Kohlberg Kravis Roberts & Co. L.P. is the sole member of KKR Financial Management LLC. KKR & Co. GP LLC is the general partner of Kohlberg Kravis Roberts & Co. L.P. KKR Holdco LLC is the sole member of KKR & Co. GP LLC.

15. Represents securities held by K-PRIME AG Financing LP. K-PRIME Hedge-Finance GP Limited is the general partner of K-PRIME AG Financing LP. K-PRIME Aggregator L.P. is the sole shareholder of K-PRIME Hedge-Finance GP Limited. K-PRIME GP LLC is the general partner of K-PRIME Aggregator L.P. KKR Associates Group L.P. is the sole member of K-PRIME GP LLC. KKR Associates Group GP LLC is the general partner of KKR Associates Group L.P.

16. KKR Group Partnership L.P. is the sole member of each of KKR Americas XII AIV GP LLC, KKR Associates Group GP LLC, and KKR Holdco LLC and sole shareholder of each of KKR TFO GP Limited, KKR Custom Equity Opportunities Limited, KKR Milton Strategic Limited and KKR Next Gen Tech Growth Limited. KKR Group Holdings Corp. is the general partner of KKR Group Partnership L.P. KKR Group Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR & Co. Inc. is the sole shareholder of KKR Group Co. Inc. 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.

17. 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 3 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 3.

KKR NGT (DREAM)
BLOCKER PARENT L.P.
By: KKR Associates NGT
L.P., its general partner,
By: KKR Next Gen Tech
Growth Limited, its
general partner By: /s/
Christopher Lee, Name:
Christopher Lee, Title:
Assistant Secretary. 07/24/2024

KKR NGT (DREAM)
BLOCKER PARENT
(EEA) L.P. By: KKR
Associates NGT L.P., its
general partner, By: KKR
Next Gen Tech Growth
Limited, its general partner
By: /s/ Christopher Lee,
Name: Christopher Lee,
Title: Assistant Secretary. 07/24/2024

KKR ASSOCIATES NGT
L.P. By: KKR Next Gen
Tech Growth Limited, its
general partner By: /s/
Christopher Lee, Name:
Christopher Lee, Title:
Assistant Secretary. 07/24/2024

KKR NEXT GEN TECH
GROWTH LIMITED By:
/s/ Christopher Lee, Name: 07/24/2024
Christopher Lee, Title:
Assistant Secretary.

K-PRIME AG
FINANCING LP By: K-
PRIME Hedge-Finance
GP Limited, its general
partner By: /s/ Christopher
Lee, Name: Christopher
Lee, Title: Assistant
Secretary. 07/24/2024

K-PRIME HEDGE-
FINANCE GP LIMITED
By: /s/ Christopher Lee,
Name: Christopher Lee,
Title: Assistant Secretary. 07/24/2024

K-PRIME
AGGREGATOR L.P. By: 07/24/2024

K-PRIME GP LLC, its
general partner By: /s/
Christopher Lee, Name:
Christopher Lee, Title:
Assistant Secretary.
K-PRIME GP LLC By: /s/
Christopher Lee, Name: 07/24/2024
Christopher Lee, Title:
Assistant Secretary.
KKR ASSOCIATES
GROUP L.P. By: KKR
Associates Group GP
LLC, its general partner 07/24/2024
By: /s/ Christopher Lee,
Name: Christopher Lee,
Title: Secretary
KKR ASSOCIATES
GROUP GP LLC By: /s/
Christopher Lee, Name: 07/24/2024
Christopher Lee, Title:
Secretary
** 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.