

KAM Fund Advisors LLC  
 Form 4  
 June 05, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 KAM Fund Advisors LLC

2. Issuer Name and Ticker or Trading Symbol  
 Willbros Group, Inc.\NEW\ [WG]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O KKR CREDIT ADVISORS (US) LLC, 555 CALIFORNIA STREET, 50TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2018

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

SAN FRANCISCO, CA 94025

4. 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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, \$0.05 par value  | 06/01/2018                           |  | J <sup>(1)</sup>               |   | 7,314,596   | D  | \$ 0.60<br><u>(2)</u>                      |
|                                 |                                      |  |                                |   |   | I  | See footnote <u>(3)</u>                    |

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

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Rep Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

**Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

KAM Fund Advisors LLC  
C/O KKR CREDIT ADVISORS (US) LLC  
555 CALIFORNIA STREET, 50TH FLOOR  
SAN FRANCISCO, CA 94025

**Signatures**

KAM Fund Advisors LLC /s/ Nicole J. Macarchuk, Name: Nicole J. Macarchuk, Title: Authorized Signatory, Date: 06/05/2018

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) On June 1, 2018, Primoris Services Corporation ("Parent"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Parent and Waco Acquisition Vehicle, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), dated as of March 27, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Parent (the "Merger").
- (2) At the effective time of the Merger, each outstanding share of common stock, par value \$0.05 per share, of the Issuer ("Common Stock") (other than certain excluded shares), automatically converted into the right to receive \$0.60 per share in cash, without interest.
- (3) Represents the aggregate number of shares of Common Stock held in investment funds for which KAM Fund Advisors LLC serves as an investment advisor. These shares are included as part of the 10,125,410 shares reported on a Form 4 filed on the date hereof by KKR Credit Advisors (US) LLC. KAM Fund Advisors LLC is a wholly-owned subsidiary of KKR Credit Advisors (US) LLC. KAM Fund Advisors LLC is filing a separate Form 4 due to a limitation on the number of reporting persons that can be included on the Form 4 filed by KKR Credit Advisors (US) LLC.

**Remarks:**

The Reporting Person disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting

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