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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

FS KKR Capital Corp.

(Name of Issuer)

Common stock, \$0.001 par value (Title of Class of Securities)

302635206 (CUSIP Number)

Noah Greenhill, Esq. KKR Credit Advisors (US) LLC 30 Hudson Yards New York, NY 10001 (212) 750-8300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 21, 2023

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \Box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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. 302635	5206									
		OF RE	PORTING PERSONS							
1	KKR FSK Aggregator (UNLEV) L.P.									
2	СНЕСК	IECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)								
3	SEC US	C USE ONLY								
4	SOURC OO	URCE OF FUNDS (SEE INSTRUCTIONS)								
5	СНЕСК	ECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)								
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION							
6	Delawar	Delaware								
		7	SOLE VOTING POWER 11,797,265							
NUMBER OF SI BENEFICIA OWNED BY E	LLY	8	SHARED VOTING POWER 0							
REPORTING PI	ERSON	9	SOLE DISPOSITIVE POWER 11,797,265							
		10	SHARED DISPOSITIVE POWER 0							
11	AGGRI 11,797,2		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
12	CHECK INSTRU		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE (S)							
13	PERCE 4.2%	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)							
14	TYPE O	F REPO	ORTING PERSON (SEE INSTRUCTIONS)							

CUSIP No. 30263;	5206								
1	NAMES	OF RE	PORTING PERSONS						
1	KKR FS	KKR FSK II Aggregator (UNLEV) L.P.							
2	СНЕСК	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □					
3	SEC US	C USE ONLY							
4	SOURC OO	URCE OF FUNDS (SEE INSTRUCTIONS)							
5	СНЕСК	ECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)							
6	CITIZE Delawar	FIZENSHIP OR PLACE OF ORGANIZATION laware							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9 10	SOLE VOTING POWER 1,090,075 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 1,090,075 SHARED DISPOSITIVE POWER 0						
11	AGGRE 1,090,07		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12	CHECK INSTRU		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE (S)						
13	PERCE 0.4%	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14	TYPE O)F REPO	ORTING PERSON (SEE INSTRUCTIONS)						

CUSIP No. 302635	206ء							
	NAMES	OF RE	PORTING PERSONS					
1	KKR Al	ternative	Assets L.P.					
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆				
2				(b) □				
	SEC US	E ONLY						
3								
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)					
4	ОО							
	CHECK	S BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
5								
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
6	Delawar	e						
			SOLE VOTING POWER					
		7	980,587					
	: > P	2	SHARED VOTING POWER					
NUMBER OF SI BENEFICIAL	LLY	8	0					
OWNED BY E REPORTING PI		0	SOLE DISPOSITIVE POWER					
WITH		9	980,587					
	ļ	10	SHARED DISPOSITIVE POWER					
		10	0					
11	AGGRE	EGATE /	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	980,587	980,587						
		K BOX II	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE					
12	INSTRU	CHON	5)					
	DEDCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.4%	NI OF C	LASS REPRESENTED DI AMOUNT IN ROW (II)					
		TE DED(ORTING PERSON (SEE INSTRUCTIONS)					
14		T KEI	ORTING PERSON (SEE INSTRUCTIONS)					
A 1	PIN	PN						

CUSIP No. 302635	5206									
		OF RE	PORTING PERSONS							
1	KKR FSK Aggregator (UNLEV) GP LLC									
2	CHECK	IECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)								
3	SEC US	C USE ONLY								
4	SOURC OO	URCE OF FUNDS (SEE INSTRUCTIONS)								
5	СНЕСЬ	ECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)								
6			OR PLACE OF ORGANIZATION							
	Delawar	e								
		7	SOLE VOTING POWER 12,887,340							
NUMBER OF SI BENEFICIA OWNED BY E	LLY	8	SHARED VOTING POWER 0							
REPORTING PI		9	SOLE DISPOSITIVE POWER 12,887,340							
		10	SHARED DISPOSITIVE POWER 0							
11	AGGRI 12,887,3		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
12	CHECK INSTRU		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE (S)							
13	PERCE 4.6%	NT OF C	CLASS REPRESENTED BY AMOUNT IN ROW (11)							
14	TYPE (F REPO	ORTING PERSON (SEE INSTRUCTIONS)							

CUSIP No. 302635	5206							
	NAMES	OF RE	PORTING PERSONS					
1	KKR Fir	nancial H	Holdings LLC					
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆				
2				(b) □				
	SEC US	SE ONLY						
3								
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)					
4	00							
_	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
5								
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION					
6	Delawar	e						
			SOLE VOTING POWER					
		7	12,887,340					
	: DEG		SHARED VOTING POWER					
NUMBER OF SI BENEFICIAL	LLY	8	0					
OWNED BY E REPORTING PI			SOLE DISPOSITIVE POWER					
WITH		9	12,887,340					
		10	SHARED DISPOSITIVE POWER					
		10	0					
11	AGGRE	GATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	12,887,3	12,887,340						
		K BOX II	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE					
12	потк	CHOI	5)					
	DEDCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	4.6%	NI OF	LASS REPRESENTED DI AMOUNT IN ROW (II)					
		AE DED(ORTING PERSON (SEE INSTRUCTIONS)					
14		T KEI U	ORTING PERSON (SEE INSTRUCTIONS)					
_ A I	UU	00						

CUSIP No. 302633	5206								
1	NAMES	OF RE	PORTING PERSONS						
1	KKR Cr	KKR Credit Advisors (US) LLC							
2	СНЕСК	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □					
3	SEC US	C USE ONLY							
4	SOURC OO	URCE OF FUNDS (SEE INSTRUCTIONS)							
5	СНЕСК	ECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)							
(CITIZE	NSHIP (OR PLACE OF ORGANIZATION						
6	Delawar	telaware							
		7	SOLE VOTING POWER						
		,	12,887,340						
NUMBER OF SI	HADES	8	SHARED VOTING POWER						
BENEFICIAL OWNED BY E	LLY	O	0						
REPORTING PI		9	SOLE DISPOSITIVE POWER						
WIIH			12,887,340						
		10	SHARED DISPOSITIVE POWER 0						
44	AGGRE	EGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	12,887,3	12,887,340							
			F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE						
12	INSTRU	NSTRUCTIONS)							
12	PERCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	4.6%								
1.4	TYPE C)F REPO	ORTING PERSON (SEE INSTRUCTIONS)						
14	IA								

CUSIP No. 302635	206ء								
	NAMES	NAMES OF REPORTING PERSONS							
1	Kohlber	g Kravis	Roberts & Co. L.P.						
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆					
2				(b) □					
	SEC US	SE ONLY							
3									
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)						
4	ОО								
_	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)						
5									
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION						
6	Delawar	e							
			SOLE VOTING POWER						
		7	12,887,340						
STATE OF CH	TA DEG		SHARED VOTING POWER						
NUMBER OF SI BENEFICIAL	LLY	8	0						
OWNED BY E REPORTING PI		•	SOLE DISPOSITIVE POWER						
WITH		9	12,887,340						
	ļ	10	SHARED DISPOSITIVE POWER						
		10	0						
11	AGGRI	EGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	12,887,3	12,887,340							
		K BOX II	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE						
12	IIIOIIC	CHON	5)						
	DEDCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	4.6%	NI OF	LASS REPRESENTED DI AMOUNT IN NOW (II)						
		VE DED(ORTING PERSON (SEE INSTRUCTIONS)						
14	PN	JF KEFU	ORTING PERSON (SEE INSTRUCTIONS)						
	PN								

CUSIP No. 302635	5206								
	1	OF RE	PORTING PERSONS						
1	KKR &	KKR & Co. GP LLC							
	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆					
2				(b) □					
	SEC US	E ONLY							
3									
A	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)						
4	00								
_	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)						
5									
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION						
6	Delawar	e							
	•	7	SOLE VOTING POWER						
		7	12,887,340						
			SHARED VOTING POWER						
NUMBER OF SI BENEFICIAL OWNED BY E	LLY	8	0						
REPORTING PI		•	SOLE DISPOSITIVE POWER						
WITH		9	12,887,340						
		10	SHARED DISPOSITIVE POWER						
		10	0						
44	AGGRE	EGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	12,887,3	12,887,340							
	CHECK INSTRU		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE						
12		,01101	<i>S</i> ,						
	PERCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	4.6%		SEASONET RESERVED DI TERROSTITI IL ROSTI (12)						
)E BEP(ORTING PERSON (SEE INSTRUCTIONS)						
14	00	/F KEI	MINGTERSON (SEE INSTRUCTIONS)						
_	OO								

CUSIP No. 302635	206ر								
	NAMES	NAMES OF REPORTING PERSONS							
1	KKR Ho	oldeo LLO	C						
	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆					
2				(b) □					
	SEC US	E ONLY							
3									
	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)						
4	00								
	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)						
5									
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION						
6	Delawar	e							
		7	SOLE VOTING POWER						
		7	12,887,340						
THE COLUMN	TABEC		SHARED VOTING POWER						
NUMBER OF SI BENEFICIAL	LLY	8	0						
OWNED BY E REPORTING PI			SOLE DISPOSITIVE POWER						
WITH		9	12,887,340						
		10	SHARED DISPOSITIVE POWER						
		10	0						
11	AGGRF	GATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	12,887,3	12,887,340							
	CHECK INSTRU		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE						
12	INSTIC	CHON	5)						
	DEDCE	NT OF (CLASS DEDDESENTED DV AMOUNT IN DOW (11)						
13	4.6%	NI OF C	CLASS REPRESENTED BY AMOUNT IN ROW (11)						
			ODERNO REROAN (SEE INSTRUCTIONS)						
14		JF KETU	ORTING PERSON (SEE INSTRUCTIONS)						
17	100	00							

CUSIP No. 302635	206ء								
1	NAMES	OF RE	PORTING PERSONS						
1	KKR Al	KKR Alternative Assets Limited							
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆					
2				(b) 🗆					
	SEC US	E ONLY							
3									
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)						
4	OO								
	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)						
5									
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION						
6	Cayman	Cayman Islands							
		7	SOLE VOTING POWER						
		7	980,587						
MIMBED OF C	TA DEC	0	SHARED VOTING POWER						
NUMBER OF SI BENEFICIAL	LLY	8	0						
OWNED BY E		0	SOLE DISPOSITIVE POWER						
WITH		9	980,587						
	ļ	10	SHARED DISPOSITIVE POWER						
		10	0						
11	AGGRE	EGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	980,587	980,587							
		K BOX II	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE						
12	IIIOIK)C1101,	3)						
	DERCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	0.4%	NI OF	LASS REPRESENTED DI AMOUNT IN ROW (II)						
		TE DED(ORTING PERSON (SEE INSTRUCTIONS)						
14		T KEI	ORTING PERSON (SEE INSTRUCTIONS)						
		CO							

CUSIP No. 30263;	5206								
1	NAMES	OF RE	PORTING PERSONS						
1	KKR Gr	KKR Group Assets Holdings II L.P.							
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □					
3	SEC US	C USE ONLY							
4	SOURC OO	URCE OF FUNDS (SEE INSTRUCTIONS)							
5	CHECK	ECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) $\hfill\Box$							
6	CITIZE Delawar	TIZENSHIP OR PLACE OF ORGANIZATION claware							
		7	SOLE VOTING POWER 980,587						
NUMBER OF SI BENEFICIA OWNED BY E	LLY	8	SHARED VOTING POWER 0						
REPORTING P		9	980,587						
		10	SHARED DISPOSITIVE POWER 0						
11	980,587		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12		K BOX II UCTION	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE (S)						
13	PERCE 0.4%	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14	TYPE O)F REPO	ORTING PERSON (SEE INSTRUCTIONS)						

CUSIP No. 302635)20 6								
	NAMES	NAMES OF REPORTING PERSONS							
1	KKR Gr	oup Asse	ets II GP LLC						
	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆					
2				(b) □					
	SEC US	E ONLY	7						
3	520								
	COUDC								
4		EOFFU	UNDS (SEE INSTRUCTIONS)						
-	00								
5	CHECK	CBOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)						
3									
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION						
6	Delawar	Delaware							
		 I	SOLE VOTING POWER						
	7	7	980,587						
		 	SHARED VOTING POWER						
NUMBER OF SI BENEFICIAL		8	0						
OWNED BY E	CACH		SOLE DISPOSITIVE POWER						
WITH	KSUN	9	980,587						
			SHARED DISPOSITIVE POWER						
		10							
			0						
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	980,587	980,587							
		K BOX II	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE						
12	Imin)C1101,							
13		NT OF C	CLASS REPRESENTED BY AMOUNT IN ROW (11)						
10	0.4%								
1.4	TYPE C)F REPC	ORTING PERSON (SEE INSTRUCTIONS)						
14	00								

CUSIP No. 302633	5206					
1	NAMES	OF RE	PORTING PERSONS			
1	KKR Group Partnership L.P.					
2	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \Box (b) \Box				
3	SEC US	EC USE ONLY				
4	4 SOURCE OF FUNDS (SEE INSTRUCTIONS) OO					
5	СНЕСК	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)			
-	CITIZE	NSHIP (OR PLACE OF ORGANIZATION			
6	Cayman	Islands				
		7	SOLE VOTING POWER 13,867,927			
NUMBER OF SHARES BENEFICIALLY		8	SHARED VOTING POWER 0			
OWNED BY E REPORTING PI WITH		9	SOLE DISPOSITIVE POWER 13,867,927			
		10	SHARED DISPOSITIVE POWER 0			
11	AGGRE 13,867,9		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCE 4.9%	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN					

CUSIP No. 302033	200						
1	NAMES OF REPORTING PERSONS						
•	KKR Group Holdings Corp.						
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)					
3	SEC USE ONLY						
4	SOURC OO	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO					
5	CHECK	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
	CITIZE	ENSHIP (OR PLACE OF ORGANIZATION				
6	Delawar	Delaware					
	LLY EACH -	7	SOLE VOTING POWER 13,867,927				
NUMBER OF SI BENEFICIAL OWNED BY E		8	SHARED VOTING POWER 0				
REPORTING PI WITH		9	SOLE DISPOSITIVE POWER 13,867,927				
	10		SHARED DISPOSITIVE POWER 0				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,867,927						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9%						
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO						

CUSIP No. 302635	206ء						
	NAMES	NAMES OF REPORTING PERSONS					
1	KKR Gr	KKR Group Co. Inc.					
•	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
	SEC US	E ONLY					
3							
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)				
4	00						
_	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
5							
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION				
6	Delawar	Delaware					
			SOLE VOTING POWER				
	7	<i>,</i>	13,867,927				
STATED OF G	TABES		SHARED VOTING POWER				
NUMBER OF SI BENEFICIAL	LLY	8	0				
OWNED BY E REPORTING PI		•	SOLE DISPOSITIVE POWER				
WITH		9	13,867,927				
		10	SHARED DISPOSITIVE POWER				
		10	0				
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	13,867,927						
		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE					
12	потк	INSTRUCTIONS)					
	DEDCE	REDCENT OF CLASS DERRESENTED BY AMOUNT IN DOW (41)					
13	4.9%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	CO	CO					

CUSIP No. 302033	1200					
1		NAMES OF REPORTING PERSONS KKR & Co. Inc.				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)				
3	SEC USE ONLY					
4	SOURC OO	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO				
5	СНЕСК	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
NUMBER OF SI BENEFICIAL OWNED BY E REPORTING PI WITH	ACH		SOLE VOTING POWER 13,867,927 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 13,867,927			
		10	SHARED DISPOSITIVE POWER 0			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,867,927					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9%					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO					

CUSIP No. 302033	200					
1		NAMES OF REPORTING PERSONS KKR Management LLP				
2	СНЕСЬ	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)				
3	SEC USE ONLY					
4	SOURC OO	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO				
5	CHECK	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
NUMBER OF SI BENEFICIAL OWNED BY E REPORTING PI WITH	LLY SACH	7 8 9	SOLE VOTING POWER 13,867,927 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 13,867,927 SHARED DISPOSITIVE POWER			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9%					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN					

CUSIP No. 302635	206ء							
	NAMES	NAMES OF REPORTING PERSONS						
1	Henry R	Kravis						
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □				
	SEC US	SE ONLY						
3								
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)					
4	ОО							
_	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
5								
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION					
6	United S	United States						
			SOLE VOTING POWER					
		7	0					
	: > > = 0		SHARED VOTING POWER					
NUMBER OF SI BENEFICIAL OWNED BY E	LLY	8	13,867,927					
REPORTING PI		0	SOLE DISPOSITIVE POWER					
WITH	9	ソ 	0					
			SHARED DISPOSITIVE POWER					
		10	13,867,927					
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	13,867,927							
		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12	Indire	INSTRUCTIONS)						
	DEDCE	NT OF (CLASS DEDDESENTED BY AMOUNT IN DOW (1)					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
		4.9%						
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
	IN	in I						

CUSIP No. 302033	0200							
1	NAMES OF REPORTING PERSONS							
1	George R. Roberts							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)							
<i>L</i>								
3	SEC US	SE ONLY						
3								
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)					
7	OO							
5	CHECK	K BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
3								
6	CITIZE	NSHIP (OR PLACE OF ORGANIZATION					
U	United S	United States						
		7	SOLE VOTING POWER					
		, 	0					
NUMBER OF SI	HARES	8	SHARED VOTING POWER					
BENEFICIAL OWNED BY E	LLY		13,867,927					
REPORTING PI		9	SOLE DISPOSITIVE POWER					
WIIII			0					
		10	SHARED DISPOSITIVE POWER					
		10	13,867,927					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
11	13,867,927							
4.0	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
12								
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
13	4.9%							
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
14	IN							

Explanatory Note

This Amendment No. 3 ("Amendment No. 3") amends and supplements the Statement on Schedule 13D filed on February 16, 2022, as amended by Amendment No. 1 filed on September 13, 2022, as amended by Amendment No. 2 filed on October 6, 2023 (as amended, the "Schedule 13D") relating to shares of common stock, \$0.001 par value per share (the "Common Stock"), of FS KKR Capital Corp., a Maryland corporation (the "Issuer"). The Issuer's principal executive offices are located at 201 Rouse Boulevard, Philadelphia, Pennsylvania 19112.

Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined in this Amendment No. 3 shall have the same meanings herein as ascribed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Items 5 (a)-(c) and (e) of the Schedule 13D are hereby amended and restated as follows:

The information set forth in the cover pages of this Schedule 13D is hereby incorporated by reference into this Item 5.

(a) and (b). The Reporting Persons beneficially own an aggregate of 13,867,927 shares of Common Stock, representing 4.9% of the outstanding shares. The percentages of beneficial ownership in this Schedule 13D are based on 280,066,433 shares of Common Stock outstanding as of October 31, 2023, as set forth in the Issuer's Quarterly Report on Form 10-Q filed by the Issuer on November 6, 2023.

KKR FSK Aggregator (UNLEV) GP LLC (as the general partner of KKR FSK Aggregator (UNLEV) L.P. and KKR FSK II Aggregator (UNLEV) L.P.), KKR Financial Holdings LLC (as the sole member of KKR FSK Aggregator (UNLEV) GP LLC), KKR Credit Advisors (US) LLC (as the investment advisor to KKR FSK Aggregator (UNLEV) L.P. and KKR FSK II Aggregator (UNLEV) L.P.), Kohlberg Kravis Roberts & Co. L.P. (as the holder of all of the outstanding equity interests in KKR Credit Advisors (US) LLC), KKR & Co. GP LLC (as the general partner of Kohlberg Kravis Roberts & Co. L.P.), KKR Holdco LLC (as the sole member of KKR & Co. GP LLC), KKR Alternative Assets Limited (as the general partner of KKR Alternative Assets L.P.), KKR Group Assets Holding II L.P. (as the sole owner of KKR Alternative Assets Limited), KKR Group Assets II GP LLC (as the general partner of KKR Group Assets Holding II L.P.), KKR Group Partnership L.P. (as the sole member of KKR Group Partnership L.P.), KKR Group Holdings Corp. (as the general partner of KKR Group Partnership L.P.), KKR Group Co. Inc. (as the sole shareholder of KKR Group Holdings Corp.), KKR & Co. Inc. (as the sole shareholder of KKR Group Co. Inc.), KKR Management LLP (as the Series I preferred stockholder of KKR & Co. Inc.), and Messrs. Kravis and Roberts (as the founding partners of KKR Management LLP) may be deemed to be the beneficial owner of the securities reported herein.

The filing of this Schedule 13D shall not be construed as an admission that any of the above-listed entities or individuals is the beneficial owner of any securities covered by this Schedule 13D.

To the best knowledge of the Reporting Persons, none of the individuals named in Item 2 beneficially owns any shares of Common Stock except as described herein.

- (c) Except as set forth on <u>Schedule 1</u> of this Schedule 13D, which presents information as of 4:30 p.m. Eastern on November 21, 2023, none of the Reporting Persons, or, to the best knowledge of the Reporting Persons, any other individual named in Item 2 has engaged in any transaction in any shares of Common Stock since the filing of Amendment No. 2.
- (e) Following the sale of securities described herein, the Reporting Persons no longer beneficially own more than 5% of the outstanding Common Stock.

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: November 22, 2023

KKR FSK AGGREGATOR (UNLEV) L.P.

By: KKR FSK Aggregator (Unlev) GP LLC, its general partner

By: /s/ Christopher Lee Name: Christopher Lee Title: Assistant Secretary

KKR FSK II AGGREGATOR (UNLEV) L.P.

By: KKR FSK Aggregator (Unlev) GP LLC, its general partner

By: /s/ Christopher Lee Name: Christopher Lee Title: Assistant Secretary

KKR ALTERNATIVE ASSETS L.P.

By: KKR Alternative Assets Limited, its general partner

By: /s/ Christopher Lee
Name: Christopher Lee
Title: Secretary

KKR FSK AGGREGATOR (UNLEV) GP LLC

By: /s/ Christopher Lee Name: Christopher Lee Title: Assistant Secretary

KKR FINANCIAL HOLDINGS LLC

By: /s/ Christopher Lee Name: Christopher Lee

Title: Attorney-in-fact for Robert H. Lewin, Chief Executive Officer

KKR CREDIT ADVISORS (US) LLC

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Attorney-in-Fact for Jeff Van Horn, Chief Financial Officer

KOHLBERG KRAVIS ROBERTS & CO. L.P.

By: KKR & Co. GP LLC, its general partner

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer

KKR & CO. GP LLC

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer

KKR HOLDCO LLC

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer

KKR ALTERNATIVE ASSETS LIMITED

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Secretary

KKR GROUP ASSETS HOLDINGS II L.P.

By: KKR Group Assets II GP LLC, its general partner

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer

KKR GROUP ASSETS II GP LLC

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer

KKR GROUP PARTNERSHIP L.P.

By: KKR Group Holdings Corp., its general partner

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Secretary

KKR GROUP HOLDINGS CORP.

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Secretary

KKR GROUP CO. INC.

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Secretary

KKR & CO. INC.

By: /s/ Christopher Lee

Name: Christopher Lee

Title: Secretary

KKR MANAGEMENT LLP

By: /s/ Christopher Lee

Name: Christopher Lee Title: Assistant Secretary

HENRY R. KRAVIS

By: /s/ Christopher Lee

Name: Christopher Lee Title: Attorney-in-fact

GEORGE R. ROBERTS

By: /s/ Christopher Lee

Name: Christopher Lee Title: Attorney-in-fact

Schedule 1

Transactions since the filing of Amendment No. 2, all of which were open market sales of Common Stock by KKR FSK II Aggregator (Unlev) L.P. pursuant to the 10b5-1 Plan.

Date	Number of Shares	Weighted Average	Price Range per	Price Range per
	Sold	Price Per Share	Share Low	Share High
10/06/23	51,750	\$19.3211	\$ 19.18	\$ 19.42
10/09/23	51,700	\$19.3412	\$ 19.15	\$ 19.43
10/10/23	51,400	\$19.4517	\$ 19.33	\$ 19.60
10/11/23	51,400	\$19.4544	\$ 19.37	\$ 19.57
10/12/23	51,300	\$19.4837	\$ 19.38	\$ 19.63
10/13/23	51,300	\$19.4867	\$ 19.38	\$ 19.64
10/16/23	50,648	\$19.7119	\$ 19.56	\$ 19.81
10/17/23	50,973	\$19.6175	\$ 19.55	\$ 19.70
10/18/23	51,552	\$19.3948	\$ 19.32	\$ 19.52
10/19/23	51,111	\$19.2394	\$ 19.05	\$ 19.37
10/20/23	45,698	\$19.0467	\$ 19.00	\$ 19.15
10/23/23	17,234	\$19.0066	\$ 19.00	\$ 19.03
10/24/23	52,400	\$19.0818	\$ 19.00	\$ 19.22
10/25/23	19,794	\$19.0369	\$ 19.00	\$ 19.12
10/26/23	31,667	\$19.0205	\$ 19.00	\$ 19.10
10/31/23	10,413	\$19.0028	\$ 19.00	\$ 19.02
11/01/23	52,100	\$19.1868	\$ 19.00	\$ 19.28
11/02/23	51,000	\$19.5575	\$ 19.42	\$ 19.65
11/03/23	201,850	\$19.8157	\$ 19.75	\$ 19.91
11/06/23	50,700	\$19.7080	\$ 19.59	\$ 19.90
11/07/23	201,300	\$19.8621	\$ 19.76	\$ 20.06
11/08/23	50,700	\$19.7116	\$ 19.61	\$ 19.85
11/09/23	90,820	\$19.7886	\$ 19.72	\$ 19.94
11/10/23	202,300	\$19.7707	\$ 19.66	\$ 19.82
11/13/23	160,332	\$19.8253	\$ 19.72	\$ 19.90
11/14/23	200,792	\$19.9151	\$ 19.84	\$ 20.00
11/15/23	200,900	\$19.8810	\$ 19.79	\$ 19.92
11/16/23	200,800	\$19.8179	\$ 19.76	\$ 19.93
11/17/23	200,600	\$19.8358	\$ 19.79	\$ 19.88
11/20/23	201,200	\$19.8721	\$ 19.79	\$ 19.92
11/21/2023	201,100	\$19.8362	\$ 19.80	\$ 19.90

The Reporting Persons undertake to provide, upon request of the staff of the Securities and Exchange Commission, full information regarding the number of shares of Common Stock sold at each separate price within the price ranges set forth on the table above.