

HCA Holdings, Inc.
Form 4
October 31, 2013

FORM 4

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

OMB APPROVAL

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**

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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 *
CONNAUGHTON JOHN

2. Issuer Name and Ticker or Trading
Symbol
HCA Holdings, Inc. [HCA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

**C/O BAIN CAPITAL PARTNERS,
LLC, JOHN HANCOCK TOWER,
200 CLARENDON ST**

10/29/2013

(Street)

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

BOSTON, MA 02116

(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 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 Beneficial Ownership (Instr. 4)	
			(A) or (D)	V	Amount	Price		
Common Stock, Par Value \$0.01	10/29/2013		J ⁽⁶⁾		419,113	D \$ 0	49,912,261 I	See Footnotes (1) (2) (3) (4) (5) (6)

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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The governance, investment strategy and decision making process with respect to investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Mr. John Connaughton is a Managing Director of BCI and a member of GPEB. By virtue of the relationships described in these footnotes, Mr. Connaughton may be deemed to share voting and dispositive power with respect to the 174,275,052 shares of Common Stock of HCA held by Hercules II. Mr. Connaughton disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

- (6) On October 29, 2013, Hercules Investors II distributed 419,113 shares of HCA Common Stock to Integral 2006, which made a further distribution of shares to certain partners and other employees of the Bain Entities in connection with certain charitable gifts made by such partners and other employees on October 29, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.