

HCA Holdings, Inc.
Form 4
October 31, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNAUGHTON JOHN

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HCA Holdings, Inc. [HCA]

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

10/29/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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(A) 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)
			Code	V	Amount	(A) or (D)	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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(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 Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNAUGHTON JOHN C/O BAIN CAPITAL PARTNERS, LLC JOHN HANCOCK TOWER, 200 CLARENDON ST BOSTON, MA 02116	X	X		

Signatures

/s/ Jonathan
Connaughton 10/31/2013

__Signature of Reporting
Person Date

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).
- The shares of HCA Holdings, Inc. ("HCA") reported on this Form 4 are held of record by Hercules Holding II, LLC ("Hercules II").
- (1) Hercules II is held by a private investor group, including affiliates of Bain Capital Investors, LLC ("BCI"), Kohlberg Kravis & Roberts & Co. LLC and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Affiliates of BCI indirectly own 49,912,261 shares of Common Stock of HCA.
- (2) BCI is the administrative member of Bain Capital Integral Investors 2006, LLC ("Integral 2006"). BCI may be deemed to share voting and dispositive power with respect to the 46,353,984 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II.
- (3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). BCI may be deemed to share voting and dispositive power with respect to the 337,368 shares of Common Stock of HCA indirectly owned by BCIP TCV by virtue of its membership in Hercules II.
- (4) BCI is also the administrative member Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"). BCI may be deemed to share voting and dispositive power with respect to the 3,220,909 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II.
- (5)

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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.

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