

HCA Holdings, Inc.
Form 4
November 05, 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 *
HERCULES HOLDING II, LLC

(Last) (First) (Middle)

**C/O KOHLBERG KRAVIS & CO.
L.P., 9 WEST 57TH STREET,
SUITE 4200**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

HCA Holdings, Inc. [HCA]

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

11/01/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/01/2013		S		29,580,887 (1)	D	\$ 46.92 (1)
							139,574,819 (3)
Common Stock, par value \$0.01 per share	11/01/2013		S		10,656,436 (2)	D	\$ 46.92 (2)
							128,918,383 (3)

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

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(9-02)

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 Repor 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

HERCULES HOLDING II, LLC
C/O KOHLBERG KRAVIS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

X

Signatures

/s/ John M. Franck II, by power of attorney for Hercules Holding II,
LLC

11/05/2013

__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).

- (1) In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.01 per share (the "Common Stock"), of HCA Holdings, Inc. (the "Company") by certain selling shareholders to Goldman, Sachs & Co. pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated October 29, 2013, Hercules Holding II, LLC ("Hercules"), as a selling shareholder, sold 29,580,887 shares of Common Stock of the Company. The price reported represents the \$47.00 secondary public offering price per share of Common Stock, less the underwriting discount of \$0.08 per share of Common Stock. The Secondary Offering closed on November 1, 2013.
- (2) In connection with the repurchase of Common Stock from Hercules by the Company (the "Share Repurchase") pursuant to a share repurchase agreement between the Company and Hercules, Hercules sold 10,656,436 shares of Common Stock of the Company at \$46.92

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per share. The Share Repurchase closed on November 1, 2013.

Following the sale of shares of Common Stock reported herein, Hercules directly holds 128,918,383 shares of Common Stock. The membership interests of Hercules Holding II, LLC are held by a private investor group, including affiliates of Bain Capital Partners, LLC,

(3) Kohlberg Kravis Roberts & Co. L.P. and Company founder Dr. Thomas F. Frist, Jr. Each of such persons disclaims membership in any such group and each of such persons other than Hercules disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

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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