

HCA Holdings, Inc.
Form 4
February 20, 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

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR Millennium Fund L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & 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)

02/15/2013

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)
____ Form filed by One Reporting Person
X 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	02/15/2013		S		9,517,514 <u>(1)</u>	D \$ 35.87 <u>(1)</u>	20,055,873.1 <u>(1)</u>	I	Held though Hercules Holding II, LLC and KKR Millennium Fund L.P. <u>(2)</u> <u>(3)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per	02/15/2013		S		8,831,251 <u>(1)</u>	D \$ 35.87 <u>(1)</u>	18,609,739.2 <u>(1)</u>	I	Held though Hercules Holding II, LLC and KKR

share

2006 Fund L.P.
(2) (4) (9) (10) (11)Common
Stock, par
value 02/15/2013
\$0.01 per
shareS 4,036,298 D \$ 35.87 8,505,526.9 I
(1) (1) (1)Held though
Hercules
Holding II,
LLC and KKR
PEI
investments,
L.P. (2) (5) (9)
(10) (11)Common
Stock, par
value 02/15/2013
\$0.01 per
shareS 326,400 D \$ 35.87 687,808.6 (1) I
(1) (1)Held though
Hercules
Holding II,
LLC and KKR
Partners III,
L.P. (2) (6) (10)
(11)Common
Stock, par
value 02/15/2013
\$0.01 per
shareS 200,368 D \$ 35.87 422,227.4 (1) I
(1) (1)Held though
Hercules
Holding II,
LLC and
OPERF
Co-Investment
LLC (2) (7) (9)
(10) (11)Common
Stock, par
value 02/15/2013
\$0.01 per
shareS 972,920 D \$ 35.87 2,050,195.4 I
(1) (1) (1)Held though
Hercules
Holding II,
LLC and 8
North America
Investor, L.P.
(2) (8) (9) (10) (11)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(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	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
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Millennium Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Associates Millennium L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Millennium GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR 2006 Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Associates 2006 LP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR 2006 GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
OPERF Co-Investment LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Partners III, L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

KKR III GP LLC
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019 X

KKR Fund Holdings L.P.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019 X

Signatures

/s/ Richard J. Kreider, KKR Millennium Fund L.P.(12)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Associates Millennium L.P.(13)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Millennium GP LLC(14)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR 2006 Fund L.P.(15)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Associates 2006 L.P.(16)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR 2006 GP LLC(17)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, OPERF Co-Investment LLC(18)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Partners III, L.P.(19)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR III GP LLC(20)	02/20/2013
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Fund Holdings L.P.(21)	02/20/2013
__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 Citigroup Global Markets Inc. and Barclays Capital Inc. pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated February 11, 2013, Hercules Holding II, LLC, as a selling shareholder, sold 49,691,767 shares of Common Stock of the Company at \$35.87 per share. The Secondary Offering closed on February 15, 2013.
- (2) Following the sale of shares of Common Stock reported herein, Hercules Holding II, LLC directly holds 174,275,052 shares of Common Stock, including all of the shares of Common Stock reported herein. The membership interests of Hercules Holding II, LLC are held by a private investor group, including affiliates of Bain Capital Partners, LLC, Kohlberg Kravis Roberts & Co. L.P.

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and Company founder Dr. Thomas F. Frist, Jr.

- (3) KKR Millennium Fund may be deemed to indirectly beneficially own all of these shares by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of the KKR Millennium Fund is KKR Associates Millennium L.P., and KKR Millennium GP LLC is the sole general partner of KKR Associates Millennium L.P. The designated member of KKR Millennium GP LLC is KKR Fund Holdings L.P.
- (4) KKR 2006 Fund L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of the KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.
- (5) KKR PEI Investments, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of KKR PEI Investments, L.P. is KKR PEI Associates, L.P., and the sole general partner of KKR PEI Associates, L.P. is KKR PEI GP Limited. The sole shareholder of KKR PEI GP Limited is KKR Fund Holdings L.P.
- (6) KKR Partners III, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of KKR Partners III, L.P. is KKR III GP LLC. The managers of KKR III GP LLC are Messrs. Henry R. Kravis and George R. Roberts.
- (7) OPERF Co-Investment may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general manager of OPERF Co-Investment is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.
- (8) 8 North America Investor L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of 8 North America Investor L.P. is KKR Associates 8 NA L.P., and the sole general partner of KKR Associates 8 NA L.P. is KKR 8 NA Limited. The sole shareholder of KKR 8 NA Limited is KKR Fund Holdings L.P.
- (9) The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The sole general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Henry R. Kravis and George R. Roberts.
- (10) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (11) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR PEI Investments, L.P., KKR PEI Associates, L.P., KKR PEI GP Limited, 8 North America Investor L.P., KKR Associates 8 NA L.P., KKR 8 NA Limited, KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC and Messrs. Henry R. Kravis and George R. Roberts have made a separate Form 4 filing.

Remarks:

(12) Mr. Kreider is signing in his capacity as attorney-in-fact for KKR Millennium Fund L.P. (13) Mr. Kreider is signing in his

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.