HCA Holdings, Inc.
Form 4
November 05, 2013

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAVIS HENRY R

(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)
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)
___ 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	11/01/2013		S		5,977,149 (1)	D	$ 46.92 (1)	14,078,724.1 (3)	I	Held though Hercules Holding II, LLC and KKR Millennium Fund L.P. (3) (4) (10) (11) (12)
Common Stock, par value $0.01 per	11/01/2013		S		2,123,171 (2)	D	$ 46.92 (2)	11,955,553.1 (3)	I	Held though Hercules Holding II, LLC and KKR

share								Millennium Fund L.P. (3) (4) (10) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	5,546,165 (1)	D	$ 46.92 (1)	13,063,574.2 (3)	I	Held though Hercules Holding II, LLC and KKR 2006 Fund L.P. (3) (5) (10) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	1,970,078 (2)	D	$ 46.92 (2)	11,093,496.2 (3)	I	Held though Hercules Holding II, LLC and KKR 2006 Fund L.P. (3) (5) (10) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	2,534,859 (1)	D	$ 46.92 (1)	5,970,667.9 (3)	I	Held though Hercules Holding II, LLC and KKR PEI investments, L.P. (3) (6) (10) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	900,419 (2)	D	$ 46.92 (2)	5,070,248.9 (3)	I	Held though Hercules Holding II, LLC and KKR PEI investments, L.P. (3) (6) (10) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	204,984 (1)	D	$ 46.92 (1)	482,824.6 (3)	I	Held though Hercules Holding II, LLC and KKR Partners III, L.P. (3) (7) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	72,813 (2)	D	$ 46.92 (2)	410,011.6 (3)	I	Held though Hercules Holding II, LLC and KKR Partners III, L.P. (3) (7) (11) (12)

Common Stock, par value $0.01 per share	11/01/2013		S	125,834 (1)	D	$ 46.92 (1)	296,393.4 (3)	I	Held though Hercules Holding II, LLC and OPERF Co-Investment LLC (3) (8) (10) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	44,698 (2)	D	$ 46.92 (2)	251,695.4 (3)	I	Held though Hercules Holding II, LLC and OPERF Co-Investment LLC (3) (8) (10) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	611,009 (1)	D	$ 46.92 (1)	1,439,186.4 (3)	I	Held though Hercules Holding II, LLC and 8 North America Investor, L.P. (3) (9) (10) (11) (12)
Common Stock, par value $0.01 per share	11/01/2013		S	217,039 (2)	D	$ 46.92 (2)	1,222,147.4 (3)	I	Held though Hercules Holding II, LLC and 8 North America Investor, L.P. (3) (9) (10) (11) (12)

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 Disposed	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 Owne Follo Repo Trans

									(Instr
			of (D) (Instr. 3, 4, and 5)						
	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
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

Signatures

/s/ Richard J. Kreider, Henry R. Kravis(13)	11/05/2013
**Signature of Reporting Person	Date
/s/ Richard J. Kreider, George R. Roberts(14)	11/05/2013
**Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Group Holdings L.P.(15)	11/05/2013
**Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Group Limited(16)	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 per share. The Share Repurchase closed on November 1, 2013.
(3)	Following the sale of shares of Common Stock reported herein, Hercules Holding II, LLC directly holds 128,918,383 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. and Company founder Dr. Thomas F. Frist, Jr.
(4)	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.
(5)	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.
(6)	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.
(7)	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.
(8)	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.
(9)	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.
(10)	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.
(11)	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.
(12)	Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR Millennium Fund L.P., KKR Associates Millennium L.P., KKR Millennium GP LLC, KKR 2006 Fund L.P., KKR Associates 2006 L.P., KKR 2006 GP LLC, OPERF Co-Investment LLC, KKR Partners III, L.P., KKR III GP LLC, KKR Fund Holdings L.P., 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 L.P., KKR Fund Holdings GP Limited, KKR & Co. L.P. and KKR Management LLC have made a separate Form 4 filing.

Remarks:

(13) Mr. Kreider is signing in his capacity as attorney-in-fact for Henry R. Kravis. (14) Mr. Kreider is signing in his capacity a

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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