

HCA Holdings, Inc.
Form 5
February 17, 2015

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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1. Name and Address of Reporting Person *
FRIST THOMAS F III

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

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 Reporting

(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 Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/25/2014	Â	G	Amount 965,312.9574	(A) or (D) Price A \$ 0 1,298,338.4974	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist II 2014 Annuity Trust I (1)

Common Stock, par value \$0.01 per share	05/19/2014	Â	G	2,155,327.3333	A	\$ 0	2,155,327.3333	I	(2)
									Held indirectly through Hercules Holding II, LLC by Thomas F. Frist II 2014 Annuity Trust II (
Common Stock, par value \$0.01 per share	11/17/2014	Â	G	172,883.5988	A	\$ 0	172,883.5988	I	(2)
									Held indirectly through Hercules Holding II, LLC by Thomas F. Frist II 2014 Annuity Trust III
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	9,496.54	I	(1) (2)
									Held indirectly through Hercules Holding II, LLC by Julie D. Frist (
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	251,424.0497	I	(3)
									Held indirectly through Hercules Holding II, LLC by Thomas F. Frist II 2010 GRAT (1)
									(4)

Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	250,170	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist II 2013 Annuity Trust I ⁽¹⁾ <u>(4)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	28,489.62	I	Held indirectly through Hercules Holding II, LLC by Trusts for Children ⁽¹⁾ ⁽⁵⁾ <u>(1)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	36,629,163.8593	I	Held indirectly through Hercules Holding II, LLC by Frisco Inc. ⁽¹⁾ ⁽⁶⁾ <u>(1)</u> <u>(6)</u>

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. of of D S B O E I F (I
					(A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIST THOMAS F III 3100 WEST END AVENUE NASHVILLE, TN 37203	☒	☒	☐	☐

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

02/17/2015

____ 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) Hercules Holding II, LLC ("Hercules") holds 91,750,834 shares of the common stock of HCA Holdings, Inc. Hercules has issued one unit per share of HCA Holdings, Inc. that it owns directly. Hercules is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(2) The Reporting Person received gifts of 965,312.9574, 2,155,327.3333 and 172,883.5988 units of Hercules on February 25, 2014, May 19, 2014 and November 17, 2014, respectively, which were subsequently transferred to Thomas F. Frist III 2014 Annuity Trust I, Thomas F. Frist III 2014 Annuity Trust II and Thomas F. Frist III 2014 Annuity Trust III, respectively, each of which he serves as trustee. Following receipt of these gifts, the Reporting Person may be deemed the beneficial owner of the units of Hercules held by these trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(3) The Reporting Person may be deemed to have in indirect beneficial ownership in respect of 9,496.54 units of Hercules through an indirect pecuniary interest in such units held by his wife and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(4) The Reporting Person is the trustee of (i) Thomas F. Frist III 2010 Grantor Retained Annuity Trust and (ii) Thomas F. Frist III 2013 Annuity Trust I and may be deemed to be the beneficial owner of the units of Hercules held by these trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(5) The Reporting Person may be deemed to be the beneficial owner of the aggregate 28,489.62 units of Hercules held by certain trusts for the benefit of his children, each of which his sister serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(6) The Reporting Person may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of HCA Holdings, Inc. beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc. Frisco, Inc. has beneficial ownership of 36,629,163.8593 units of Hercules, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.