

Hilton Worldwide Holdings Inc.
Form 3
March 24, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HNA Tourism Group Co., Ltd. | | | (Month/Day/Year) | Hilton Worldwide Holdings Inc. [HLT] | |
| (Last) | (First) | (Middle) | 03/15/2017 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| HNA BUILDING, NO. 7 | | | | (Check all applicable) | |
| GUOXING ROAD | | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (Street) | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| HAIKOU,Â F4Â 570203 | | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 82,500,000 | I ⁽¹⁾ | See Explanation ⁽¹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HNA Tourism Group Co., Ltd. HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | ^ | ^ X | ^ | ^ |
| HNA Group Co., Ltd. HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | ^ | ^ X | ^ | ^ |
| HNA Tourism (HK) Group Co., Ltd. HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | ^ | ^ X | ^ | ^ |
| HNA HLT Holdco III Ltd HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | ^ | ^ X | ^ | ^ |
| HNA HLT Holdco II LLC HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | ^ | ^ X | ^ | ^ |
| HNA HLT Holdco I LLC HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | ^ | ^ X | ^ | ^ |

Signatures

HNA Tourism Group Co., Ltd., By: /s/ ZHANG Ling, Name: ZHANG Ling, Title: Chairman of the Board of Directors

03/24/2017

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Reflects 82,500,000 shares of common stock directly owned by HNA HLT Holdco I LLC ("SPV I") and indirectly owned by HNA HLT Holdco II LLC ("SPV II"), HNA HLT Holdco III Limited ("SPV III"), HNA Tourism (HK) Group Co., Ltd. ("HNA Tourism HK"), HNA Tourism Group Co., Ltd. ("HNA Tourism") and HNA Group Co., Ltd. ("HNA Group"). SPV I is a wholly-owned subsidiary of SPV II. 100% of the voting interests of SPV II are controlled by SPV III. SPV III is a wholly-owned subsidiary of HNA Tourism HK. HNA Tourism HK is a wholly-owned subsidiary of HNA Tourism. HNA Tourism is a wholly-owned subsidiary of HNA Group.

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Remarks:

Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

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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