

HCA Holdings, Inc.
Form 4
December 09, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PAGLIUCA STEPHEN G

(Last) (First) (Middle)

C/O BAIN CAPITAL PARTNERS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2014

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, Par Value \$0.01	12/05/2014		D	(A) or (D) Amount 7,612,921 Price \$ 73.26	7,612,921	I	See Footnotes (2) (3) (4) (5) (6)

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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
PAGLIUCA STEPHEN G C/O BAIN CAPITAL PARTNERS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116			X	

Signatures

/s/ Stephen Pagliuca 12/09/2014

__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) Represents shares of Common Stock of HCA Holdings, Inc. ("HCA") distributed to each of Bain Capital Integral Investors 2006, LLC ("Integral 2006"), BCIP TCV, LLC ("BCIP TCV") and Bain Capital Hercules Investors, LLC ("Hercules Investors", and together with Integral 2006 and BCIP TCV, the "Bain Entities") by Hercules Holding II, LLC ("Hercules II") and subsequently repurchased (the "Repurchase") by HCA.

(2) The shares of HCA reported on this Form 4 are held of record by Hercules II. Hercules II is held by a private investor group, including affiliates of Bain Capital Investors, LLC ("BCI"), Kohlberg Kravis & Roberts & Co. LLC and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Following the transactions described herein, affiliates of BCI indirectly own 7,612,921 shares of Common Stock of HCA.

(3) BCI is the administrative member of Integral 2006. On December 5, 2014, Integral 2006 sold 7,074,710 shares of Common Stock of HCA in the Repurchase. Following such sale, Integral 2006 indirectly owned 7,074,711 shares of Common Stock of HCA held by Hercules II. BCI may be deemed to share voting and dispositive power with respect to the 7,074,711 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II.

(4) BCI is the administrative member of BCIP TCV held by Hercules II. On December 5, 2014, BCIP TCV sold 51,029 shares of Common Stock of HCA in the Repurchase. Following such sale, BCIP TCV indirectly owned 51,029 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 51,029 shares of Common Stock of HCA indirectly owned by BCIP

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TCV by virtue of its membership in Hercules II.

- (5) BCI is the administrative member of Hercules Investors. On December 5, 2014, Hercules Investors sold 487,182 shares of Common Stock of HCA in the Repurchase. Following such sale, Hercules Investors indirectly owned 487,181 shares of Common Stock of HCA held by Hercules II. BCI may be deemed to share voting and dispositive power with respect to the 487,181 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II.

- (6) The governance, investment strategy and decision-making process with respect to the investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Mr. Stephen Pagliuca is a Managing Director of BCI and a member of GPEB. By virtue of the relationships described in these footnotes, Mr. Pagliuca may be deemed to share the voting and dispositive power with respect to the 91,750,834 shares of Common Stock of HCA held by Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities, except to the extent of his 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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