

HCA Holdings, Inc.
Form 5
February 14, 2014

FORM 5

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
Elcan Patricia F

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

3100 WEST END AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock, par value \$0.01 per share	02/25/2013	Â	G	323,529 A	\$ 0 641,050.4096	I	Held indirectly by Patricia Frist Elcan 2013 Annuity Trust I ⁽¹⁾ ⁽²⁾
Common Stock, par value \$0.01 per share	11/25/2013	Â	G	250,170 A	\$ 0 250,170	I	Held indirectly through Hercules

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share									Holding II, LLC by Patricia Frist Elcan 2013 Annuity Trust V ⁽¹⁾ <u>(3)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	41,052	D ⁽⁴⁾	Â
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	776,573.9641	I	Held indirectly through Hercules Holding II, LLC ⁽¹⁾ <u>(4)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	696,144.1343	I	Held indirectly by spouse and children ⁽¹⁾ <u>(5)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	461,046.2045	I	Held indirectly by Patricia F. Elcan GRAT III Trust II ⁽¹⁾ <u>(6)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	237,863.9997	I	Held indirectly by Patricia F. Elcan Grat II Trust I ⁽¹⁾ <u>(7)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	439,142.8945	I	Held indirectly by Elcan Investment Partnership ⁽¹⁾ <u>(8)</u>
Common Stock, par value	Â	Â	Â	Â	Â	Â	169,207.7998	I	Held indirectly by Elcan

\$0.01 per share									Children's Trust ⁽¹⁾ ⁽⁹⁾
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	700,914.9294	I	Held indirectly by GRATs ⁽¹⁾ ⁽¹⁰⁾
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⁾ ⁽¹¹⁾

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

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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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elcan Patricia F 3100 WEST END AVENUE NASHVILLE, TN 37203	Â	Â X	Â	Â

Signatures

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

02/14/2014

__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) Hercules Holding II, LLC ("Hercules") holds 128,918,383 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 her pecuniary interest therein.

(2) The Reporting Person received gifts of 161,764 and 161,765 units of Hercules on February 25, 2013, which were subsequently transferred to the Patricia Frist Elcan 2013 Annuity Trust I, of which she serves as trustee. Following receipt of these gifts, the Reporting Person may be deemed the beneficial owner of the 15,941 shares of HCA Holdings, Inc. and the 625,109.4096 units of Hercules held by the Patricia Frist Elcan 2013 Annuity Trust I, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(3) The Reporting Person received gifts of 172,558 and 77,612 units of Hercules on November 25, 2013, which were subsequently transferred to the Patricia Frist Elcan 2013 Annuity Trust V, of which she serves as trustee. Following receipt of these gifts, the Reporting Person may be deemed the beneficial owner of the 250,170 units of Hercules held by the Patricia Frist Elcan 2013 Annuity Trust V, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(4) The Reporting Person jointly owns with her husband 41,052 shares of HCA Holdings, Inc. and 776,573.9641 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc. by virtue of her membership in Hercules.

(5) The Reporting Person may be deemed to have indirect beneficial ownership in respect of 34,951 shares of HCA Holdings, Inc., through an indirect pecuniary interest in such shares held by her husband and her children. In addition, the Reporting Person may be deemed to have indirect beneficial ownership in respect of 661,193.1343 units of Hercules, through an indirect pecuniary interest in such units held by her husband and her children, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(6) The Reporting Person's husband is the trustee of the Patricia F. Elcan Grat III Trust II and the Reporting Person may be deemed to be the beneficial owner of the 23,148 shares of HCA Holdings, Inc. held by such trust. The Reporting Person may also be deemed to be the beneficial owner of the 437,898.2045 units of Hercules held by such trust and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(7) The Reporting Person's husband is the trustee of the Patricia F. Elcan Grat II Trust I and the Reporting Person may be deemed to be the beneficial owner of the 11,943 shares of HCA Holdings, Inc. held by such trust. The Reporting Person may also be deemed to be the beneficial owner of the 225,920.9997 units of Hercules held by such trust and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(8) The Reporting Person may be deemed to be the beneficial owner of the 22,049 shares of HCA Holdings, Inc. held by Elcan Investment Partnership. The Reporting Person may also be deemed to be the beneficial owner of the 417,093.8945 units of Hercules held by Elcan Investment Partnership, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(9) The Reporting Person's husband is the trustee of Elcan Children's Trust and the Reporting Person may be deemed to be the beneficial owner of the 8,495 shares of HCA Holdings, Inc. held by such trust. The Reporting Person may also be deemed to be the beneficial owner of the 160,712.7998 units of Hercules held by such trust, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(10) The Reporting Person is the trustee of three additional grantor retained annuity trusts for the benefit of her children and the Reporting Person's husband is the trustee of three additional grantor retained annuity trusts for the benefit of her children and the Reporting Person may, accordingly, be deemed to be the beneficial owner of the 35,190 shares of HCA Holdings, Inc. held by such trusts. In addition, the Reporting Person may be deemed to be the beneficial owner of the 665,724.9294 units of Hercules held by such trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

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- (11) 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 her 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.