

HCA Holdings, Inc.
Form 5
February 14, 2014

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

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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 *
FRIST THOMAS F III

(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)

3100 WEST END AVENUE

(Street)

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

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

NASHVILLE, TN 37203

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock, par value \$0.01 per share | 02/25/2013 | Â | G | 323,529 A \$ 0 | 333,025.54 | I | Held indirectly through Hercules Holding II, LLC ⁽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 Thomas F. Frist III 2013 Annuity Trust I ⁽¹⁾ <u>(2)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 9,496.54 | I | Held indirectly through Hercules Holding II, LLC by Julie D. Frist ⁽¹⁾ <u>(3)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 251,424.0497 | I | Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2010 GRAT ⁽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⁾ <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⁾ <u>(6)</u> |

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

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SEC 2270
(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 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 |
| FRIST THOMAS F III 3100 WEST END AVENUE NASHVILLE, TN 37203 | Â X | 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 his pecuniary interest therein.

(2) The Reporting Person received gifts of 161,764 and 161,765 units of Hercules on February 25, 2013. The Reporting Person received gifts of 172,558 and 77,612 units of Hercules on November 25, 2013, which were subsequently transferred to the Thomas F. Frist III 2013 Annuity Trust I, of which he serves as trustee. Following receipt of these gifts, the Reporting Person directly owns 333,025.54 units of Hercules and may be deemed the beneficial owner of the 250,170 units of Hercules held by the Thomas F. Frist III 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)

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The Reporting Person may be deemed to have an 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 Thomas F. Frist III 2010 Grantor Retained Annuity Trust and may be deemed to be the beneficial owner of the 251,424.0497 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.

- (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.