

Frist William R
Form 4
May 04, 2018

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 *
Frist William R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3100 WEST END AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2018

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

NASHVILLE, TN 37203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/20/2018		G	V 22,168 A	\$ 0 416,420.6596	I	Held indirectly through Hercules Holding II by The William R. Frist February 2018
	05/02/2018		A	A	\$ 0 3,958	D	GRAT ⁽¹⁾ <u>(2)</u>

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Common Stock, par value \$0.01 per share	1,790 <u>(3)</u>			
Common Stock, par value \$0.01 per share		9,366.67	I	Held indirectly through Hercules Holding II by William Frist May 2017 GRAT <u>(1)</u> <u>(4)</u>
Common Stock, par value \$0.01 per share		3,911,150.4071	I	Held indirectly through Hercules Holding II by Trusts for Children <u>(1)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share		1,225,739.6894	I	Held indirectly through Hercules Holding II by WRF 2015, LLC <u>(1)</u> <u>(6)</u>
Common Stock, par value \$0.01 per share		148,512.7145	I	Held indirectly by WRF 2015 II, LLC <u>(1)</u> <u>(7)</u>
Common Stock, par value \$0.01 per share		5,245,981.2684	I	Held indirectly through Hercules Holding II by The William R. Frist 2010 Family Trust <u>(1)</u> <u>(8)</u>

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Common Stock, par value \$0.01 per share	1,065.745	I	Held indirectly through Hercules Holding II <u>(1)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	200,644.4012	I	Held indirectly through Hercules Holding II by WRF 2015 IV, LLC <u>(1)</u> <u>(6)</u>
Common Stock, par value \$0.01 per share	82,283.825	I	Held indirectly by Spouse and Children <u>(1)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	1,208,506.7937	I	Held indirectly by William R. Frist Family Partnership <u>(1)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share	941,291	I	Held indirectly through Hercules Holding II by The William Frist May 2016 Hercules GRAT <u>(1)</u> <u>(4)</u>
Common Stock, par value \$0.01 per share	49,252.5988	I	Held indirectly through Hercules Holding II by The William Frist November

Common Stock, par value \$0.01 per share	547,320.3404	I	2016 GRAT #2 <u>(1) (4)</u> Held indirectly through Hercules Holding II by The William Frist February 2017
Common Stock, par value \$0.01 per share	780,478	I	GRAT #1 <u>(1) (4)</u> Held indirectly through Hercules Holding II by The William Frist August 2017
Common Stock, par value \$0.01 per share	36,629,163.8593	I	GRAT <u>(1) (4)</u> Held indirectly through Hercules Holding II by Frisco, Inc. <u>(1) (10)</u>

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	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	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
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- (7) The Reporting Person is an officer and a managing member of WRF 2015 II, LLC and may be deemed to be the beneficial owner of the 135,889.7145 units of Hercules and the 12,623 shares of common stock of HCA Healthcare, Inc. held by such entity.
- The Reporting Person may be deemed the beneficial owner of the 60,678 shares of common stock of HCA Healthcare, Inc. and the 1,147,828.7937 units of Hercules held by the William R. Frist Family Partnership, of which his spouse serves as trustee, and the 328,229 shares of common stock of HCA Healthcare, Inc. and the 4,917,752.2684 units of Hercules held by The William R. Frist 2010 Family Trust, of which he serves as trustee.
- (8) The Reporting Person directly owns 1,065.745 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc. by virtue of his ownership in Hercules. The Reporting Person may also be deemed to have indirect beneficial ownership in respect of 4,128 shares of common stock of HCA Healthcare, Inc. and 78,155.825 units of Hercules, through an indirect pecuniary interest in such shares and units held by his children and spouse, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.
- (9) The Reporting Person may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of HCA Healthcare, 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 Healthcare, Inc.
- (10)

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