

Billington Phillip G
Form 3
January 10, 2019

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 | |
| Billington Phillip G | | (Month/Day/Year) | HCA Healthcare, Inc. [HCA] | |
| (Last) | (First) | (Middle) | 01/01/2019 | |
| ONE PARK PLAZA | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NASHVILLE, TN 37203 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP-Internal Audit Services | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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 | 24,840.4098 ⁽¹⁾ | D | ^ |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------|--------|------------|--------------|--------|-----------|-------------------|---|
| Stock Appreciation Right | Â (2) | 02/08/2022 | Common Stock | 7,500 | \$ 22.95 | D | Â |
| Stock Appreciation Right | Â (3) | 02/08/2022 | Common Stock | 7,500 | \$ 22.95 | D | Â |
| Stock Appreciation Right | Â (4) | 02/06/2023 | Common Stock | 8,500 | \$ 37.18 | D | Â |
| Stock Appreciation Right | Â (5) | 02/06/2023 | Common Stock | 8,075 | \$ 37.18 | D | Â |
| Stock Appreciation Right | Â (6) | 02/05/2024 | Common Stock | 6,500 | \$ 47.97 | D | Â |
| Stock Appreciation Right | Â (7) | 02/05/2024 | Common Stock | 5,525 | \$ 47.97 | D | Â |
| Stock Appreciation Right | Â (8) | 02/04/2025 | Common Stock | 8,000 | \$ 68.96 | D | Â |
| Stock Appreciation Right | Â (9) | 01/29/2026 | Common Stock | 7,010 | \$ 69.58 | D | Â |
| Stock Appreciation Right | Â (10) | 02/01/2027 | Common Stock | 7,340 | \$ 81.96 | D | Â |
| Stock Appreciation Right | Â (11) | 01/31/2028 | Common Stock | 9,150 | \$ 101.16 | D | Â |
| Stock Appreciation Right | Â (12) | 10/31/2028 | Common Stock | 13,730 | \$ 133.53 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Billington Phillip G ONE PARK PLAZA NASHVILLE, TN 37203 | Â | Â | Â SVP-Internal Audit Services | Â |

Signatures

/s/ Virginia Chase Crocker,
Attorney-in-Fact

01/10/2019

__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).
- (1) Includes 1,463.4098 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (2) The stock appreciation rights vested in four equal annual installments beginning on February 8, 2013.

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- (3) The stock appreciation rights vested at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
- (4) The stock appreciation rights vested in four equal annual installments beginning on February 6, 2014.
- (5) The stock appreciation rights vested at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the achievement of certain annual EBITDA performance targets.
- (6) The stock appreciation rights vested in four equal annual installments beginning on February 5, 2015.
- (7) The stock appreciation rights vested at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the achievement of certain annual EBITDA performance targets.
- (8) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
- (9) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
- (10) The stock appreciation rights vest in four equal annual installments beginning on February 1, 2018.
- (11) The stock appreciation rights vest in four equal annual installments beginning on January 31, 2019.
- (12) The stock appreciation rights vest in four equal annual installments beginning on October 31, 2019.

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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