

HCA INC/TN
Form 8-K
October 17, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 17, 2006 (October 17, 2006)

HCA INC.

(Exact name of registrant as specified in charter)

Delaware 001-11239 75-2497104

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

One Park Plaza, Nashville, Tennessee 37203

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (615) 344-9551

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ý Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On October 17, 2006, HCA Inc. (the Company) issued a press release announcing that it had scheduled a special meeting of shareholders to vote on the proposal to adopt the Agreement and Plan of Merger, dated July 24, 2006, by and among the Company, Hercules Holding II, LLC, a Delaware limited liability company (Parent), and Hercules Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Parent (Merger Sub), pursuant to which Merger Sub will be merged with and into the Company, with the Company continuing as the surviving corporation. The special meeting will be held at the Company s executive offices located at One Park Plaza, Nashville, Tennessee 37203 on Thursday, November 16, 2006, beginning at 11:00 a.m., local time.

A copy of the press release is filed as an exhibit hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit 99.1 Press Release dated October 17, 2006

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HCA INC.

By: /s/ John M. Franck II

Name: John M. Franck II

Title: Vice President and Corporate
Secretary

Date: October 17, 2006

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EXHIBIT INDEX

Exhibit 99.1 Press Release dated October 17, 2006