Hilton Worldwide Holdings Inc. Form SC 13G/A August 08, 2014

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 2)\*

#### HILTON WORLDWIDE HOLDINGS INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

43300A 104

(CUSIP Number)

July 29, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- " Rule 13d-1(b)
- " Rule 13d-1(c)
- x Rule 13d-1(d)
- \* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 43300A 104			04 13G	Page 2 of 57 Pages	
1.	Name of Reporting Persons:				
2.	HLT Holdco III LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x				
3.	SEC Use	e Or	nly		
4.	Citizens	hip	or Place of Organization:		
	Delawar	re 5.	Sole Voting Power:		
NUMBI	ER OF				
SHAF		6.	383,603,683 Shared Voting Power:		
BENEFIC	CIALLY				
OWNE		7.	0 Sole Dispositive Power:		
REPOR	TING				
PERS	ON	8.	0 Shared Dispositive Power:		
WIT	H				
9.	Aggrega	ite A	383,603,683 Amount Beneficially Owned by Each Reporting Person		
10.	383,603 Check B		f the Aggregate Amount in Row (9) Excludes Certain	Shares (See Instructions)	

..
1 Parcent of

11. Percent of Class Represented by Amount in Row (9):

39.0%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 3 of 57 Pages			
1.	Name o	Name of Reporting Persons:					
2.	Check	the A	o II LLC Appropriate Box if a Member of a Group				
3.	(a) " SEC U		nly				
4.	Citizen	ship	or Place of Organization:				
	Delawa	are 5.	Sole Voting Power:				
NUMI	BER OF						
	ARES ICIALLY	6.	569,104,195 Shared Voting Power:				
OWN	ED BY	7.	0 Sole Dispositive Power:				
REPO	RTING						
	RSON	8.	0 Shared Dispositive Power:				
9.	ITH Aggreg	gate A	569,104,195 Amount Beneficially Owned by Each Reporting Person:				
10.	569,10 Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ons)			

..

11. Percent of Class Represented by Amount in Row (9):

57.8%

12. Type of Reporting Person (See Instructions):

CUSIP N	No. 43300A	104	13G			
1.	Name of Reporting Persons:					
2.	HLT BREP VI.TE.2 Holdco LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC Use	Only				
4.	Citizenshi	o or Place of Organization:				
	Delaware 5	Sole Voting Power:				
NUMB	ER OF					
SHA	6	56,769,077 Shared Voting Power:				
BENEFI	CIALLY					
OWNE EAG	7	0 Sole Dispositive Power:				
REPOR	RTING					
PERS	SON 8	99,158 Shared Dispositive Power:				
WI	TH					
9.	Aggregate	56,669,919 Amount Beneficially Owned by	Each Reporting Person:			
10.	56,769,07 Check Bo	7 x if the Aggregate Amount in Rov	w (9) Excludes Certain S	Shares (See Instructions)		

...11. Percent of Class Representation

1. Percent of Class Represented by Amount in Row (9):

5.8%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 5 of 57 Pages	
1.	Name of Reporting Persons:				
2.			Real Estate Partners VI.TE.2 L.P. Appropriate Box if a Member of a Group		
	(a) "	(b	) x		
3.	SEC Us	se Or	nly		
4.	Citizens	ship	or Place of Organization:		
	Delawa	re 5.	Sole Voting Power:		
NUMB	ER OF				
SHA		6.	56,769,077 Shared Voting Power:		
BENEFIC	CIALLY				
OWNE EAG		7.	0 Sole Dispositive Power:		
REPOR	RTING				
PERS		8.	99,158 Shared Dispositive Power:		
WI	ГН				
9.	Aggreg	ate A	56,669,919 Amount Beneficially Owned by Each Reporting Person:		
10.	56,769, Check I		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ons)	

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11. Percent of Class Represented by Amount in Row (9):

5.8%

12. Type of Reporting Person (See Instructions):

LP

CUSIP N	To. 43300A	104	13G	Page 6 of 57 Pages		
1.	Name of Reporting Persons:					
2.	HLT BREH VI Holdco LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC Use	Only				
4.	Citizensh	ip or Place of Orga	nization:			
	Delaware	5. Sole Voting Po	wer:			
NUMBI	ER OF					
SHAI	(	1,999,809 5. Shared Voting I	Power:			
BENEFIC	CIALLY					
OWNE EAC	-	0  7. Sole Dispositive	e Power:			
REPOR	TING					
PERS	SON	3,584 3. Shared Disposit	tive Power:			
WIT	ГН					
9.	Aggregat	1,996,225 e Amount Benefici	ally Owned by Each Reporting Person:			
10.	1,999,809 Check Bo		Amount in Row (9) Excludes Certain Share	s (See Instructions)		

••

11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			13G	Page 7 of 57 Pages			
1.	Name of Reporting Persons:						
2.	HLT BREH VI Holdings Holdco LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC Use	Only					
4.	Citizensh	ip or Place of Organ	nization:				
	Delaware	e 5. Sole Voting Pov	ver:				
NUMB	ER OF						
SHA	(	1,999,809 6. Shared Voting F	Power:				
BENEFI	CIALLY						
OWNI EA	,	0 7. Sole Dispositive	Power:				
REPOI	RTING						
PER	SON	3,584 3. Shared Disposit	ive Power:				
WI	TH						
9.	Aggregat	1,996,225 se Amount Beneficia	ally Owned by Each Reporting Person:				
10.	1,999,80 Check Bo		Amount in Row (9) Excludes Certain Shares	s (See Instructions)			

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11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 8 of 57 Pages		
1.	Name o	Name of Reporting Persons:				
2.	Check	the A	Real Estate Holdings VI L.P. Appropriate Box if a Member of a Group			
	(a) "	(b	) x			
3.	SEC U	se Oı	nly			
4.	Citizen	ship	or Place of Organization:			
	Delawa	are 5.	Sole Voting Power:			
NUMB	BER OF					
	RES	6.	2,117,267 Shared Voting Power:			
BENEFI	CIALLY					
	ED BY .CH	7.	0 Sole Dispositive Power:			
REPOI	RTING					
PER	SON	8.	3,584 Shared Dispositive Power:			
WI	TH					
9.	Aggreg	ate A	2,113,683 Amount Beneficially Owned by Each Reporting Person:			
10.	2,117,2 Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ons)		

11. Percent of Class Represented by Amount in Row (9):
0.2%
12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 43300A 104			13G	Page 9 of 57 Pages			
1.	Name of Reporting Persons:						
2.	BREP VI Check the						
3.	SEC Use	Only					
4.	Citizensh	ip or Place of Organizat	tion:				
	Delaware 5						
NUMB	ER OF						
SHA	6	2,117,267 . Shared Voting Power	er:				
BENEFIC	CIALLY						
OWNE EAG	7	0 . Sole Dispositive Pov	wer:				
REPOR	RTING						
PERS	SON	3,584 . Shared Dispositive I	Power:				
WI	ГН						
9.	Aggregate	2,113,683 e Amount Beneficially	Owned by Each Reporting Person:				
10.	2,117,267 Check Bo		ount in Row (9) Excludes Certain Share	es (See Instructions)			

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11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

CUSIP N	To. 43300	A 10	)4 1	3G	Page 10 of 57 Pages
1.	Name of Reporting Persons:				
2.		ne A	Intl II Holdco LLC ppropriate Box if a Member of a Gro	oup	
3.	SEC Use	e Or	ıly		
4.	Citizens	hip	or Place of Organization:		
	Delawar	e 5.	Sole Voting Power:		
NUMBI	ER OF				
SHAI		6.	337,022 Shared Voting Power:		
BENEFIC					
OWNE EAC		7.	0 Sole Dispositive Power:		
REPOR	TING				
PERS		8.	604 Shared Dispositive Power:		
WIT	ГН				
9.	Aggrega	ite A	336,418 amount Beneficially Owned by Each	Reporting Person:	
10.	337,022 Check B	ox i	f the Aggregate Amount in Row (9)	Excludes Certain Shares (See Instru	ctions)

••

11. Percent of Class Represented by Amount in Row (9):

0.03%

12. Type of Reporting Person (See Instructions):

CUSIP N	No. 43300A	04	13G				
1.	Name of Reporting Persons:						
2.	HLT BREH Intl II Holdings Holdco LLC  Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC Use C	nly					
4.	Citizenship	or Place of Organization:					
	Delaware 5.	Sole Voting Power:					
NUMB	BER OF						
	ARES 6.	337,022 Shared Voting Power:					
BENEFI	CIALLY						
	ED BY CH 7.	0 Sole Dispositive Power:					
REPOI	RTING						
	SON 8.	604 Shared Dispositive Power:					
WI	TH						
9.	Aggregate	336,418 Amount Beneficially Owned by Eac	h Reporting Person:				
10.	337,022 Check Box	if the Aggregate Amount in Row (9	) Excludes Certain Share	es (See Instructions)			

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11. Percent of Class Represented by Amount in Row (9):

0.03%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 12 of 57 Pages		
1.	Name o	Name of Reporting Persons:				
2.			Real Estate Holdings International II-Q L.P. Appropriate Box if a Member of a Group			
	(a) "	(b	) x			
3.	SEC U	se O	nly			
4.	Citizen	ship	or Place of Organization:			
	Delawa	are 5.	Sole Voting Power:			
NUM	BER OF					
	ARES	6.	337,022 Shared Voting Power:			
	ICIALLY IED BY					
	ACH	7.	0 Sole Dispositive Power:			
REPO	ORTING					
	RSON /ITH	8.	604 Shared Dispositive Power:			
9.		gate A	336,418 Amount Beneficially Owned by Each Reporting Person:			
10.	337,022 Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruc	etions)		

11. Percent of Class Represented by Amount in Row (9):

0.03%

Type of Reporting Person (See Instructions):

PN

12.

CUSIP No. 43300A 104			04 13G	Page 13 of 57 Pages		
1.	Name o	Name of Reporting Persons:				
2.	Check	the A	Real Estate International II-Q GP L.P. Appropriate Box if a Member of a Group			
	(a) "	(b	) x			
3.	SEC U	se O	nly			
4.	Citizen	ship	or Place of Organization:			
	Delawa	are 5.	Sole Voting Power:			
NUMI	BER OF					
	ARES	6.	337,022 Shared Voting Power:			
	ICIALLY					
	ED BY ACH	7.	0 Sole Dispositive Power:			
REPO	RTING					
	RSON	8.	604 Shared Dispositive Power:			
W	ITH					
9.	Aggreg	gate A	336,418 Amount Beneficially Owned by Each Reporting Person:			
10.	337,022 Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ns)		

11. Percent of Class Represented by Amount in Row (9):

0.03%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 43300A 104			04 13G F	Page 14 of 57 Pages			
1.	Name o	of Re	deporting Persons:				
2.	Blackstone Real Estate International II-Q GP L.L.C. Check the Appropriate Box if a Member of a Group						
	(a) "	(b	) x				
3.	SEC Use Only						
4.	Citizen	ship	or Place of Organization:				
	Delawa	re 5.	Sole Voting Power:				
NUME	BER OF						
	ARES CIALLY	6.	337,022 Shared Voting Power:				
	ED BY						
	СН	7.	0 Sole Dispositive Power:				
REPO	RTING						
PERSON WITH		8.	604 Shared Dispositive Power:				
9.		ate A	336,418 Amount Beneficially Owned by Each Reporting Person:				
10.	337,022 Check 1		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	as)			

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11. Percent of Class Represented by Amount in Row (9):

0.03%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 15 of 57 Pages			
1.	Name o	Jame of Reporting Persons:					
2.	HLT Holdco LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC Use Only						
4.	Citizen	ship	or Place of Organization:				
	Delawa	are 5.	Sole Voting Power:				
NUMI	BER OF						
	ARES		570,129,175 Shared Voting Power:				
BENEF	ICIALLY	•					
	ED BY ACH	7.	0 Sole Dispositive Power:				
REPO	RTING						
PERSON		8.	1,024,980 Shared Dispositive Power:				
W	TTH						
9.	Aggreg	gate A	569,104,195 Amount Beneficially Owned by Each Reporting Person:				
10.	570,12 Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (	(See Instructions)			

.. 1 Do

11. Percent of Class Represented by Amount in Row (9):

57.9%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		A 10	04 13G P	Page 16 of 57 Pages		
1.	Name of	ne of Reporting Persons:				
2.	HLT A23 BREH VI Holdco LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC Use Only					
4.	Citizenship or Place of Organization:					
	Delawar		Sole Voting Power:			
NUMB	ER OF					
SHA		6.	117,458 Shared Voting Power:			
BENEFIC OWNE EAC	ED BY	7.	0 Sole Dispositive Power:			
REPOR PERS WIT	SON	8.	0 Shared Dispositive Power:			
9.	Aggrega	ite A	117,458 Amount Beneficially Owned by Each Reporting Person:			
10.	117,458 Check B		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	as)		

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11. Percent of Class Represented by Amount in Row (9):

0.01%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		)A 1	04 13G	Page 17 of 57 Pages			
1.	Name o	of Re	Reporting Persons:				
2.	HLT A23 Holdco LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC Use Only						
4.	Citizenship or Place of Organization:						
	Delawa	re 5.	Sole Voting Power:				
NUMB	BER OF						
	ARES		19,604,774 Shared Voting Power:				
OWNI	CIALLY ED BY .CH	7.	0 Sole Dispositive Power:				
PER	RTING SON TH	8.	0 Shared Dispositive Power:				
9.	Aggreg	ate A	19,604,774 Amount Beneficially Owned by Each Reporting Per	son:			
10.	19,604, Check l		f the Aggregate Amount in Row (9) Excludes Certa	ain Shares (See Instructions)			

.. 1 Do

11. Percent of Class Represented by Amount in Row (9):

2.0%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		OA 1	04 13G	Page 18 of 57 Pages			
1.	Name o	of Re	Reporting Persons:				
2.	Blackstone A23 Holdings LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC Use Only						
4.	Citizenship or Place of Organization:						
	Delawa	ire 5.	Sole Voting Power:				
NUMB	ER OF						
SHA		6.	19,640,203 Shared Voting Power:				
BENEFIC	CIALLY						
OWNE EAG		7.	0 Sole Dispositive Power:				
REPOR	RTING						
PERSON		8.	35,429 Shared Dispositive Power:				
WI	ТН						
9.	Aggreg	ate A	19,604,774 Amount Beneficially Owned by Each Reporting Person:				
10.	19,640, Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Inst	ructions)			

Percent of Class Represented by Amount in Row (9):

2.0%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		04 13G	ł	Page 19 of 57 Pages		
1.	Name of Reporting Persons:					
2.	BH Hotels Holdco LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC Use Or	nly				
4.	Citizenship	or Place of Organization:				
	Delaware 5.	Sole Voting Power:				
NUMBE	ER OF					
SHAR	6.	570,129,175 Shared Voting Power:				
BENEFIC	IALLY					
OWNEI EAC	7	0 Sole Dispositive Power:				
REPORT	TING					
PERSO		1,024,980 Shared Dispositive Power:				
WIT	Ή					
9.	Aggregate A	569,104,195 Amount Beneficially Owned by Each Re	eporting Person:			
	570,129,175 Check Box	f the Aggregate Amount in Row (9) Ex	cludes Certain Shares (See Instructi	ons)		

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11. Percent of Class Represented by Amount in Row (9):

57.9%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		A 1	04 13G	Page 20 of 57 Pages		
1.	Name of Reporting Persons:					
2.	Blackstone Real Estate Partners VI L.P. Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC Us	e Oı	nly			
4.	4. Citizenship or Place of Organization:					
	Delawai	re 5.	Sole Voting Power:			
NUMB	ER OF					
SHA		6.	0 Shared Voting Power:			
BENEFIC OWNE EAC	ED BY	7.	589,769,378 Sole Dispositive Power:			
REPOR PERS WIT	SON	8.	0 Shared Dispositive Power:			
9.	Aggrega	ate A	589,769,378 Amount Beneficially Owned by Each Reporting Person:			
10.	589,769 Check E		B if the Aggregate Amount in Row (9) Excludes Certain Shares (See In	nstructions)		

..
11. Percent of Class Represented by Amount in Row (9):

59.9%
12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		04	13G	Page 21 of 57 Pages		
1.	Name of Reporting Persons:					
2.	Blackstone Capital Partners V L.P. Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC Us	se Or	ıly			
4.	4. Citizenship or Place of Organization:					
	Delawa	re 5.	Sole Voting Power:			
NUMBI	ER OF					
SHAF		6.	0 Shared Voting Power:			
BENEFIC	CIALLY					
OWNE		7.	589,769,378 Sole Dispositive Power:			
REPOR	TING					
PERS		8.	0 Shared Dispositive Power:			
WIT	TH					
9.	Aggreg	ate A	589,769,378 Amount Beneficially Owned by Eac	h Reporting Person:		
10.	589,769,378  Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)					

11. Percent of Class Represented by Amount in Row (9):

59.9%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 22 of 57 Pages			
1.	Name	Name of Reporting Persons:					
2.	Blackstone Management Associates V L.L.C. Check the Appropriate Box if a Member of a Group						
	(a) "	(t	) x				
3.	SEC U	se O	nly				
4.	Citizer	iship	or Place of Organization:				
	Delaw	are 5.	Sole Voting Power:				
NUN	MBER OF						
	HARES	6.	0 Shared Voting Power:				
BENE	FICIALLY	(					
	NED BY EACH	7.	589,769,378 Sole Dispositive Power:				
REP	ORTING						
PE	ERSON	8.	0 Shared Dispositive Power:				
V	WITH						
9.	Aggre	gate .	589,769,378 Amount Beneficially Owned by Each Reporting Person:				
10.	589,76 Check		8 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Inst	tructions)			

11. Percent of Class Represented by Amount in Row (9):
59.9%

Type of Reporting Person (See Instructions):

OO

12.

CUSIP No. 43300A 104		0A 1	04 13G	Page 23 of 57 Pages			
1.	Name	Name of Reporting Persons:					
2.		BMA V L.L.C. Check the Appropriate Box if a Member of a Group					
	(a) "	(b	o) x				
3.	SEC U	se O	nly				
4.	Citizer	ship	or Place of Organization:				
	Delaw	are 5.	Sole Voting Power:				
NUM	MBER OF						
	HARES	6.	0 Shared Voting Power:				
	FICIALLY						
	NED BY EACH	7.	589,769,378 Sole Dispositive Power:				
REP	ORTING						
PE	ERSON	8.	0 Shared Dispositive Power:				
V	WITH						
9.	Aggre	gate 1	589,769,378 Amount Beneficially Owned by Each Reporting Person:				
10.	589,76 Check		8 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instr	uctions)			

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11. Percent of Class Represented by Amount in Row (9):

59.9%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 24 of 57 Pages		
1.	Name of Reporting Persons:					
2.						
	(a) "	(0	) x			
3.	SEC Us	e O	nly			
4.	Citizens	ship	or Place of Organization:			
	Delawa	re 5.	Sole Voting Power:			
NUM	BER OF					
SH	ARES	6.	56,769,077 Shared Voting Power:			
BENEF	TCIALLY					
OWN	IED BY		589,769,378			
E	ACH	7.	Sole Dispositive Power:			
REPO	ORTING					
PEI	RSON	8.	99,158 Shared Dispositive Power:			
W	TTH					
9.	Aggrega	ate 1	646,439,297 Amount Beneficially Owned by Each Reporting Person:			
10.	646,538 Check F		5 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instru	ctions)		

11. Percent of Class Represented by Amount in Row (9):
65.7%
12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 25 of 57 Pages			
1.	Name o	Name of Reporting Persons:					
2.	BREA VI L.L.C.  Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC U						
4.	Citizen	ship	or Place of Organization:				
	Delawa	are 5.	Sole Voting Power:				
NUM	BER OF						
	ARES	6.	56,769,077 Shared Voting Power:				
BENEF	FICIALLY	-					
	NED BY ACH	7.	589,769,378 Sole Dispositive Power:				
REPO	ORTING						
PEl	RSON	8.	99,158 Shared Dispositive Power:				
W	/ITH						
9.	Aggreg	gate .	646,439,297 Amount Beneficially Owned by Each Reporting Person:				
10.	646,53 Check		5 if the Aggregate Amount in Row (9) Excludes Certain Shares (See I	Instructions)			

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11. Percent of Class Represented by Amount in Row (9):

65.7%

12. Type of Reporting Person (See Instructions):

CUSIP	No. 43300A	104	13G	Page 26 of 57 Pages		
1.	Name of l	Reporting Persons:				
2.	Blackstone Holdings III L.P.  Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC Use	Only				
4.	Citizenshi	p or Place of Organization	on:			
	Quebec, Quebec, G	Canada . Sole Voting Power:				
NUM	BER OF					
SH	ARES 6	648,992,744 . Shared Voting Power	<del>:</del>			
BENEF	FICIALLY					
OWN	NED BY	0				
E	ACH 7	. Sole Dispositive Pow	er:			
REPO	ORTING					
PE	RSON 8	1,163,755 . Shared Dispositive Po	ower:			
W	/ITH					
9.	Aggregate	647,828,989 Amount Beneficially O	Owned by Each Reporting Person:			
10.	648,992,7 Check Bo		unt in Row (9) Excludes Certain Sha	res (See Instructions)		

11. Percent of Class Represented by Amount in Row (9):
65.9%
12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 27 of 57 Pages				
1.	Name	Name of Reporting Persons:						
2.			Holdings III GP L.P. Appropriate Box if a Member of a Group					
	(a) "	(1	) x					
3.	SEC U	se C	nly					
4.	Citizer	iship	or Place of Organization:					
	Delaw	are 5.	Sole Voting Power:					
NUM	MBER OF							
SF	HARES	6.	648,992,744 Shared Voting Power:					
BENE	FICIALLY	7						
	NED BY EACH	7.	0 Sole Dispositive Power:					
REP	ORTING							
	ERSON	8.	1,163,755 Shared Dispositive Power:					
V	VITH							
9.	Aggre	gate	647,828,989 Amount Beneficially Owned by Each Reporting Person:					
10.	648,99 Check		4 if the Aggregate Amount in Row (9) Excludes Certain Shares	(See Instructions)				

11. Percent of Class Represented by Amount in Row (9):
65.9%
12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			13G	Page 28 of 57 Pages			
1.	Name of	Name of Reporting Persons:					
2.		Blackstone Holdings III GP Management L.L.C. Check the Appropriate Box if a Member of a Group					
	(a) "	(b) x					
3.	SEC Use	Only					
4.	Citizensł	ip or Place of Organi	zation:				
	Delaware	5. Sole Voting Powe	er:				
NUN	MBER OF						
		648,992,744 6. Shared Voting Po	wer:				
	EFICIALLY						
	NED BY EACH	0 7. Sole Dispositive I	Power:				
REF	PORTING						
Pl	ERSON	1,163,755 3. Shared Dispositiv	re Power:				
,	WITH						
9.	Aggrega	647,828,989 e Amount Beneficial	ly Owned by Each Reporting Person:				
10.	648,992, Check B		mount in Row (9) Excludes Certain Share	es (See Instructions)			

..

11. Percent of Class Represented by Amount in Row (9):

65.9%

12. Type of Reporting Person (See Instructions):

CUSI	P No. 43300A	04 13G	Page 29 of 57 Pages				
1.	Name of R	Name of Reporting Persons:					
2.	The Blackstone Group L.P. Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC Use C	nly					
4.	Citizenship	or Place of Organization:					
	Delaware 5.	Sole Voting Power:					
NUI	MBER OF						
	HARES 6.	648,992,744 Shared Voting Power:					
BENE	EFICIALLY						
	NED BY 7.	0 Sole Dispositive Power:					
REF	PORTING						
Pl	ERSON 8.	1,163,755 Shared Dispositive Power:					
,	WITH						
9.	Aggregate	647,828,989 Amount Beneficially Owned by Each Reporting Per	rson:				
10.	648,992,74 Check Box	4 if the Aggregate Amount in Row (9) Excludes Cert	ain Shares (See Instructions)				

11. Percent of Class Represented by Amount in Row (9):
65.9%
12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		04	13G	Page 30 of 57 Pages			
1.	Name of R	Name of Reporting Persons:					
2.	Blackstone Group Management L.L.C. Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC Use C	nly					
4.	Citizenship	or Place of Organization:					
	Delaware 5.	Sole Voting Power:					
NUI	MBER OF						
	HARES 6.	648,992,744 Shared Voting Power:					
BENE	EFICIALLY						
	NED BY EACH 7.	0 Sole Dispositive Power:					
REF	PORTING						
P	ERSON 8.	1,163,755 Shared Dispositive Power:					
,	WITH						
9.	Aggregate	647,828,989 Amount Beneficially Owned by Eac	ch Reporting Person:				
10.	648,992,74 Check Box	4 if the Aggregate Amount in Row (9	9) Excludes Certain Sha	ares (See Instructions)			

.. 1. Per

11. Percent of Class Represented by Amount in Row (9):

65.9%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		A 104	13G	Page 31 of 57 Pages
1.	Name of	Reporting Persons:		
2.	Stephen A. Schwarzman Check the Appropriate Box if a Member of a Group  (a) " (b) x			
3. SEC Use Only				
4.	Citizensh	iip or Place of Organiz	ation:	
	United S	tates  5. Sole Voting Power	:	
NUM	BER OF			
SH	ARES	648,992,744 6. Shared Voting Pov	ver:	
BENEF	TCIALLY			
OWN	IED BY	0		
E	ACH	7. Sole Dispositive Po	ower:	
REPC	ORTING			
PEI	RSON	1,163,755 B. Shared Dispositive	Power:	
W	TTH			
9.	Aggrega	647,828,989 Te Amount Beneficially	Owned by Each Reporting Person:	
10.	648,992, Check B		nount in Row (9) Excludes Certain Sha	res (See Instructions)

. .

11. Percent of Class Represented by Amount in Row (9):

65.9%

12. Type of Reporting Person (See Instructions):

IN

### Item 1. (a). Name of Issuer

Hilton Worldwide Holdings Inc. (the Issuer )

## (b). Address of Issuer s Principal Executive Offices:

7930 Jones Branch Drive, Suite 1100,

McLean, Virginia, 22102

## Item 2(a). Name of Person Filing

## Item 2(b). Address of Principal Business Office

### Item 2(c). Citizenship

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

- (i) HLT Holdco III LLC c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware
- (ii) HLT Holdco II LLC c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware
- (iii) HLT BREP VI.TE.2 Holdco LLC c/o The Blackstone Group L.P. 345 Park Avenue
  New York, NY 10154
  Citizenship: State of Delaware
- (iv) Blackstone Real Estate Partners VI.TE.2 L.P.
   c/o The Blackstone Group L.P.
   345 Park Avenue
   New York, NY 10154
   Citizenship: State of Delaware

(v) HLT BREH VI Holdco LLC c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware

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(vi) HLT BREH VI Holdings Holdco LLC
 c/o The Blackstone Group L.P.
 345 Park Avenue
 New York, NY 10154
 Citizenship: State of Delaware

(vii) Blackstone Real Estate Holdings VI L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(viii) BREP VI Side-by-Side GP L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ix) HLT BREH Intl II Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

 $\mbox{(x)} \qquad \mbox{HLT BREH Intl II Holdings Holdco LLC} \ \mbox{c/o The Blackstone Group L.P.}$ 

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

 $% \left( x_{1}\right) =0$  (xi) Blackstone Real Estate Holdings International II-Q L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xii)  $\;$  Blackstone Real Estate International II-Q GP L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiii) Blackstone Real Estate International II-Q GP L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiv) HLT Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xv) HLT A23 Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

 $(xvi)\;\;$  HLT A23 BREH VI Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xvii) Blackstone A23 Holdings LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xviii) BH Hotels Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

 $\mbox{(xix)} \quad \mbox{Blackstone Real Estate Partners VI L.P.} \\ \mbox{c/o The Blackstone Group L.P.} \\$ 

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

 $\mbox{(xx)} \quad \mbox{Blackstone Capital Partners V L.P.} \\ \mbox{c/o The Blackstone Group L.P.} \\$ 

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

 $(xxi)\;\;$  Blackstone Management Associates V L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxii) BMA V L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

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(xxiii) Blackstone Real Estate Associates VI L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxiv) BREA VI L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxv) Blackstone Holdings III L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: Quebec, Canada

(xxvi) Blackstone Holdings III GP L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxvii) Blackstone Holdings III GP Management L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxviii) The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxix) Blackstone Group Management L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxx) Stephen A. Schwarzman

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: United States

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HLT Holdco III LLC directly holds 383,603,683 shares of Common Stock, HLT Holdco II LLC directly holds 185,500,512 shares of Common Stock, HLT BREP VI.TE.2 Holdco LLC directly holds 56,769,077 shares of Common Stock, HLT BREH VI Holdco LLC directly holds 1,999,809 shares of Common Stock, HLT BREH Intl II Holdco LLC directly holds 337,022 shares of Common Stock, HLT Holdco LLC directly holds 1,024,980 shares of Common Stock, HLT A23 Holdco LLC directly holds 19,604,774 shares of Common Stock, HLT A23 BREH VI Holdco LLC directly holds 117,458 shares of Common Stock, and Blackstone A23 Holdings LLC directly holds 35,429 shares of Common Stock (together, the Blackstone Vehicles ).

The sole member of HLT Holdco III LLC is HLT Holdco II LLC. The sole member of HLT Holdco II LLC is HLT Holdco LLC. The sole member of HLT Holdco LLC is BH Hotels Holdco LLC (BH Hotels). The managing members of BH Hotels are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT A23 Holdco LLC is Blackstone A23 Holdings LLC. The sole member of HLT A23 BREH VI Holdco LLC is Blackstone Real Estate Holdings VI L.P.

The sole member of HLT BREH Intl II Holdco LLC is HLT BREH Intl II Holdings Holdco LLC. The controlling member of HLT BREH Intl II Holdings Holdco LLC is Blackstone Real Estate Holdings International II-Q L.P. The general partner of Blackstone Real Estate Holdings International II-Q L.P. is Blackstone Real Estate International II-Q GP L.P. is Blackstone Real Estate International II-Q GP L.P. is Blackstone Real Estate International II-Q GP L.L.C. The sole member of Blackstone Real Estate International II-Q GP L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT BREP VI.TE.2 Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of BREA VI L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT BREH VI Holdco LLC is HLT BREH VI Holdings Holdco LLC. The controlling member of HLT BREH VI Holdings Holdco LLC is Blackstone Real Estate Holdings VI L.P. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.

The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. is wholly-owned by Blackstone s senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Each such Reporting Person may be deemed to beneficially own the Common Stock beneficially owned by the Blackstone Vehicles directly or indirectly controlled by it or him, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person (other than the Blackstone Vehicles to the extent they directly hold shares of Common Stock) is the beneficial owner of Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Common Stock. The filing of this statement should not be construed to be an admission that any member of the Reporting Persons are members of a group for the purposes of Sections 13(d) and 13(g) of the Act.

#### Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock ).

#### **Item 2(e). CUSIP Number:**

43300A 104

# Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

## Item 4. Ownership.

#### (a) Amount beneficially owned:

Calculations of the percentage of shares of Common Stock beneficially owned assume 984,617,365 shares of Common Stock outstanding as of July 28, 2014 as reported in the Quarterly Report on Form 10-Q of the Issuer for the period ended June 30, 2014, as filed with the Securities and Exchange Commission on August 1, 2014. As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the shares of Common Stock listed on such Reporting Person s cover page. HLT Holdco III LLC directly holds 383,603,683 shares of Common Stock, HLT Holdco II LLC directly holds 185,500,512 shares of Common Stock, HLT BREP VI.TE.2 Holdco LLC directly holds 56,769,077 shares of Common Stock, HLT BREH VI Holdco LLC directly holds 1,999,809 shares of Common Stock, HLT BREH Intl II Holdco LLC directly holds 337,022 shares of Common Stock, HLT Holdco LLC directly holds 1,024,980 shares of Common Stock, HLT A23 Holdco LLC directly holds 19,604,774 shares of Common Stock, HLT A23 BREH VI Holdco LLC directly holds 117,458 shares of Common Stock, and Blackstone A23 Holdings LLC directly holds 35,429 shares of Common Stock.

#### (b) Percent of class:

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of Common Stock listed on such Reporting Person s cover page.

- (c) Number of Shares as to which the Reporting Person has:
- $\begin{tabular}{ll} (i) & Sole power to vote or to direct the vote: \\ See each cover page hereof. \\ \end{tabular}$

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(ii) Shared power to vote or to direct the vote: See each cover page hereof.
(iii) Sole power to dispose or to direct the disposition of: See each cover page hereof.
(iv) Shared power to dispose or to direct the disposition of: See each cover page hereof.
Item 5. Ownership of Five Percent or Less of a Class If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "
Item 6. Ownership of More than Five Percent on Behalf of Another Person.  Not applicable.
Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported of by the Parent Holding Company.  Not applicable.
Item 8. Identification and Classification of Members of the Group.  Not applicable.
Item 9. Notice of Dissolution of Group. Not Applicable.
Item 10. Certification. Not applicable.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 8, 2014

#### HLT HOLDCO III LLC

By: HLT Holdco II LLC, its sole member

By: HLT Holdco LLC, its sole member

By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P., its general

partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates V L.L.C., its general

partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### HLT HOLDCO II LLC

By: HLT Holdco LLC, its sole member

By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### HLT BREP VI.TE.2 HOLDCO LLC

By: Blackstone Real Estate Partners VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE REAL ESTATE HOLDINGS VI L.P.

By: BREP VI Side-by-Side GP L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BREP VI SIDE-BY-SIDE GP L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### HLT BREH INTL II HOLDCO LLC

By: HLT BREH Intl II Holdings Holdco LLC, its sole member

By: Blackstone Real Estate Holdings International II-Q L.P., its managing member

By: Blackstone Real Estate International II-Q GP L.P., its general partner

By: Blackstone Real Estate International II-Q GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### HLT BREH INTL II HOLDINGS HOLDCO LLC

By: Blackstone Real Estate Holdings International II-Q L.P., it managing member

By: Blackstone Real Estate International II-Q GP L.P., its general partner

By: Blackstone Real Estate International II-Q GP L.L.C., its managing member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer Edgar Filing: Hilton Worldwide Holdings Inc. - Form SC 13G/A
[Hilton Worldwide Holdings Inc. Schedule 13G/A No. 2]

# BLACKSTONE REAL ESTATE HOLDINGS INTERNATIONAL II-Q L.P.

By: Blackstone Real Estate International II-Q GP L.P., its general partner

By: Blackstone Real Estate International II-Q GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE INTERNATIONAL II-Q GP L.P.

By: Blackstone Real Estate International II-Q GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE INTERNATIONAL II-Q GP L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### HLT HOLDCO LLC

By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### HLT A23 BREH VI HOLDCO LLC

By: Blackstone Real Estate Holdings VI L.P., its sole member

By: BREP VI Side-by-Side GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### HLT A23 HOLDCO LLC

By: Blackstone A23 Holdings LLC, its Sole Member

By: Blackstone Real Estate Partners VI L.P., its Managing

Member

By: Blackstone Real Estate Associates VI L.P., its General

Partner

By: BREA VI L.L.C., its General Partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partners V L.P., its Managing Member

By: Blackstone Management Associates V L.L.C., its General

Partner

By: BMA V L.L.C., its Sole Member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### **BLACKSTONE A23 HOLDINGS LLC**

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P, its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates V L.L.C., its general

partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BH HOTELS HOLDCO LLC

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P, its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE REAL ESTATE PARTNERS VI L.P.

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley

Name:

John G. Finley

Title:

Chief Legal Officer

#### BLACKSTONE REAL ESTATE ASSOCIATES VI L.P.

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BREA VI L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE CAPITAL PARTNERS V L.P.

By: Blackstone Management Associates V, L.L.C., its general partner

By: BMA V, L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C.

By: BMA V, L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BMA V L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE HOLDINGS III L.P.

By: Blackstone Holdings III GP L.P., its general partner

By: Blackstone Holdings III GP Management L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP Management L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman Name: Stephen A. Schwarzman

## EXHIBIT LIST

Exhibit A Joint Filing Agreement, dated August 8, 2014, among the Reporting Persons (filed herewith).