

HCA Holdings, Inc.
Form 4
May 21, 2014

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 *
PAGLIUCA STEPHEN G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BAIN CAPITAL PARTNERS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON ST

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2014

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BOSTON, MA 02116

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 or Disposed of (A) (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$0.01 | 05/19/2014 | | J ⁽⁶⁾ | | 1,050,438 | D | \$ 0 28,952,718 |
| | | | | | | I | |

See Footnotes (1) (2) (3) (4) (5) (6)

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

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SEC 1474 (9-02)

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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 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PAGLIUCA STEPHEN G C/O BAIN CAPITAL PARTNERS, LLC JOHN HANCOCK TOWER, 200 CLARENDON ST BOSTON, MA 02116 | | X | | |

Signatures

/s/ Stephen Pagliuca 05/21/2014

__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) The shares of HCA Holdings, Inc. ("HCA") reported on this Form 4 are held of record by Hercules Holding II, LLC ("Hercules II"). Hercules II is held by a private investor group, including affiliates of Bain Capital Investors, LLC ("BCI"), Kohlberg Kravis & Roberts & Co. LLC and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Affiliates of BCI indirectly own 28,952,718 shares of Common Stock of HCA.
 - (2) BCI is the administrative member of Bain Capital Integral Investors 2006, LLC ("Integral 2006"). Integral 2006 indirectly owns 26,831,584 shares of Common Stock of HCA by virtue of its membership in Hercules II.
 - (3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). BCIP TCV indirectly owns 201,109 shares of Common Stock of HCA by virtue of its membership in Hercules II.
 - (4) BCI is also the administrative member Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"). Hercules Investors indirectly owns 1,920,024 shares of Common Stock of HCA by virtue of its membership in Hercules II.
 - (5) The governance, investment strategy and decision making process with respect to investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Mr. Stephen Pagliuca is a Managing Director of BCI and a member of GPEB. By virtue of

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the relationships described in these footnotes, Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the 127,867,945 shares of Common Stock of HCA held by Hercules II.

- (6) On May 19, 2014, Hercules Investors II distributed 1,050,438 shares of HCA Common Stock to Integral 2006, which made a further distribution of shares to certain partners and other employees of the Bain Entities in connection with certain charitable gifts made by such partners and other employees on May 19, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space 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.