

HCA Holdings, Inc.  
Form 4  
November 05, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KKR PEI Investments, L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS  
ROBERTS & CO. L.P., 9 WEST  
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

HCA Holdings, Inc. [HCA]

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

11/01/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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)                                                                          |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------|-----------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
|                                          |                                      |                                                    | Code                           | V                                                                 | Amount                  | (A) or (D) Price            |                                                                                               |                                                          |                                                                                                                                |
| Common Stock, par value \$0.01 per share | 11/01/2013                           |                                                    | S                              |                                                                   | 5,977,149<br><u>(1)</u> | D \$<br>46.92<br><u>(1)</u> | 14,078,724.1<br><u>(3)</u>                                                                    | I                                                        | Held though Hercules Holding II, LLC and KKR Millennium Fund L.P. <u>(3)</u> <u>(4)</u><br><u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock, par value \$0.01 per       | 11/01/2013                           |                                                    | S                              |                                                                   | 2,123,171<br><u>(2)</u> | D \$<br>46.92<br><u>(2)</u> | 11,955,553.1<br><u>(3)</u>                                                                    | I                                                        | Held though Hercules Holding II, LLC and KKR                                                                                   |

share

Millennium  
Fund L.P. (3) (4)  
(10) (11) (12)

Common  
Stock, par  
value  
\$0.01 per  
share

11/01/2013

S

5,546,165  
(1)

D

\$  
46.92  
(1)

13,063,574.2  
(3)

I

Held though  
Hercules  
Holding II,  
LLC and KKR  
2006 Fund L.P.  
(3) (5) (10) (11)  
(12)

Common  
Stock, par  
value  
\$0.01 per  
share

11/01/2013

S

1,970,078  
(2)

D

\$  
46.92  
(2)

11,093,496.2  
(3)

I

Held though  
Hercules  
Holding II,  
LLC and KKR  
2006 Fund L.P.  
(3) (5) (10) (11)  
(12)

Common  
Stock, par  
value  
\$0.01 per  
share

11/01/2013

S

2,534,859  
(1)

D

\$  
46.92  
(1)

5,970,667.9  
(3)

I

Held though  
Hercules  
Holding II,  
LLC and KKR  
PEI  
investments,  
L.P. (3) (6) (10)  
(11) (12)

Common  
Stock, par  
value  
\$0.01 per  
share

11/01/2013

S

900,419  
(2)

D

\$  
46.92  
(2)

5,070,248.9  
(3)

I

Held though  
Hercules  
Holding II,  
LLC and KKR  
PEI  
investments,  
L.P. (3) (6) (10)  
(11) (12)

Common  
Stock, par  
value  
\$0.01 per  
share

11/01/2013

S

204,984  
(1)

D

\$  
46.92  
(1)

482,824.6 (3)

I

Held though  
Hercules  
Holding II,  
LLC and KKR  
Partners III,  
L.P. (3) (7) (11)  
(12)

Common  
Stock, par  
value  
\$0.01 per  
share

11/01/2013

S

72,813 (2)

D

\$  
46.92  
(2)

410,011.6 (3)

I

Held though  
Hercules  
Holding II,  
LLC and KKR  
Partners III,  
L.P. (3) (7) (11)  
(12)

|                                                                 |   |                |   |                    |                    |   |                                                                                                                     |
|-----------------------------------------------------------------|---|----------------|---|--------------------|--------------------|---|---------------------------------------------------------------------------------------------------------------------|
| Common<br>Stock, par<br>value 11/01/2013<br>\$0.01 per<br>share | S | 125,834<br>(1) | D | \$<br>46.92<br>(1) | 296,393.4 (3)      | I | Held though<br>Hercules<br>Holding II,<br>LLC and<br>OPERF<br>Co-Investment<br>LLC (3) (8) (10)<br>(11) (12)        |
| Common<br>Stock, par<br>value 11/01/2013<br>\$0.01 per<br>share | S | 44,698 (2)     | D | \$<br>46.92<br>(2) | 251,695.4 (3)      | I | Held though<br>Hercules<br>Holding II,<br>LLC and<br>OPERF<br>Co-Investment<br>LLC (3) (8) (10)<br>(11) (12)        |
| Common<br>Stock, par<br>value 11/01/2013<br>\$0.01 per<br>share | S | 611,009<br>(1) | D | \$<br>46.92<br>(1) | 1,439,186.4<br>(3) | I | Held though<br>Hercules<br>Holding II,<br>LLC and 8<br>North America<br>Investor, L.P.<br>(3) (9) (10) (11)<br>(12) |
| Common<br>Stock, par<br>value 11/01/2013<br>\$0.01 per<br>share | S | 217,039<br>(2) | D | \$<br>46.92<br>(2) | 1,222,147.4<br>(3) | I | Held though<br>Hercules<br>Holding II,<br>LLC and 8<br>North America<br>Investor, L.P.<br>(3) (9) (10) (11)<br>(12) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------|

of (D)  
(Instr. 3,  
4, and 5)

(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|
|----------|-----------|---------|-------|

KKR PEI Investments, L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR PEI Associates, L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR PEI GP LTD  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

8 North America Investor L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR Associates 8 NA L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR 8 NA Ltd  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR Fund Holdings GP Ltd  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR & Co. L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

X

KKR Management LLC  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

## Signatures

|                                                           |            |
|-----------------------------------------------------------|------------|
| /s/ Richard J. Kreider, KKR PEI Investments, L.P.(13)     | 11/05/2013 |
| __Signature of Reporting Person                           | Date       |
| /s/ Richard J. Kreider, KKR PEI Associates, L.P.(14)      | 11/05/2013 |
| __Signature of Reporting Person                           | Date       |
| /s/ Richard J. Kreider, KKR PEI GP Limited(15)            | 11/05/2013 |
| __Signature of Reporting Person                           | Date       |
| /s/ Richard J. Kreider, 8 North America Investor L.P.(16) | 11/05/2013 |
| __Signature of Reporting Person                           | Date       |
| /s/ Richard J. Kreider, KKR Associates 8 NA L.P.(17)      | 11/05/2013 |
| __Signature of Reporting Person                           | Date       |
| /s/ Richard J. Kreider, KKR 8 NA Limited(18)              | 11/05/2013 |
| __Signature of Reporting Person                           | Date       |
| /s/ Richard J. Kreider, KKR Fund Holdings GP Limited(19)  | 11/05/2013 |
| __Signature of Reporting Person                           | Date       |
| /s/ Richard J. Kreider, KKR & Co. L.P.(20)                | 11/05/2013 |
| __Signature of Reporting Person                           | Date       |
| /s/ Richard J. Kreider, KKR Management LLC(21)            | 11/05/2013 |
| __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) In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.01 per share (the "Common Stock"), of HCA Holdings, Inc. (the "Company") by certain selling shareholders to Goldman, Sachs & Co. pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated October 29, 2013, Hercules Holding II, LLC ("Hercules"), as a selling shareholder, sold 29,580,887 shares of Common Stock of the Company. The price reported represents the \$47.00 secondary public offering price per share of Common Stock, less the underwriting discount of \$0.08 per share of Common Stock. The Secondary Offering closed on November 1, 2013.
- (2) In connection with the repurchase of Common Stock from Hercules by the Company (the "Share Repurchase") pursuant to a share repurchase agreement between the Company and Hercules, Hercules sold 10,656,436 shares of Common Stock of the Company at \$46.92 per share. The Share Repurchase closed on November 1, 2013.
- (3) Following the sale of shares of Common Stock reported herein, Hercules Holding II, LLC directly holds 128,918,383 shares of Common Stock, including all of the shares of Common Stock reported herein. The membership interests of Hercules Holding II, LLC are held by a private investor group, including affiliates of Bain Capital Partners, LLC, Kohlberg Kravis Roberts & Co. L.P. and Company founder Dr. Thomas F. Frist, Jr.
- (4) KKR Millennium Fund may be deemed to indirectly beneficially own all of these shares by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of the KKR Millennium Fund is KKR Associates Millennium L.P., and KKR Millennium GP LLC is the sole general partner of KKR Associates Millennium L.P. The designated member of KKR

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Millennium GP LLC is KKR Fund Holdings L.P.

(5) KKR 2006 Fund L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of the KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.

(6) KKR PEI Investments, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of KKR PEI Investments, L.P. is KKR PEI Associates, L.P., and the sole general partner of KKR PEI Associates, L.P. is KKR PEI GP Limited. The sole shareholder of KKR PEI GP Limited is KKR Fund Holdings L.P.

(7) KKR Partners III, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of KKR Partners III, L.P. is KKR III GP LLC. The managers of KKR III GP LLC are Messrs. Henry R. Kravis and George R. Roberts.

(8) OPERF Co-Investment may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general manager of OPERF Co-Investment is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.

(9) 8 North America Investor L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of 8 North America Investor L.P. is KKR Associates 8 NA L.P., and the sole general partner of KKR Associates 8 NA L.P. is KKR 8 NA Limited. The sole shareholder of KKR 8 NA Limited is KKR Fund Holdings L.P.

(10) The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The sole general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Henry R. Kravis and George R. Roberts.

(11) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

(12) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR Millennium Fund L.P., KKR Associates Millennium L.P., KKR Millennium GP LLC, KKR 2006 Fund L.P., KKR Associates 2006 L.P., KKR 2006 GP LLC, OPERF Co-Investment LLC, KKR Partners III, L.P., KKR III GP LLC, KKR Fund Holdings L.P., KKR Group Holdings L.P., KKR Group Limited and Messrs. Henry R. Kravis and George R. Roberts have made a separate Form 4 filing.

### Remarks:

(13) Mr. Kreider is signing in his capacity as attorney-in-fact for KKR PEI Investments, L.P. (14) Mr. Kreider is signing in his

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.