

HCA Holdings, Inc.  
Form 8-K  
April 25, 2013

**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): April 25, 2013 (April 24, 2013)**

**HCA HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-11239**  
(Commission

File Number)

**27-3865930**  
(IRS Employer

Identification No.)

Edgar Filing: HCA Holdings, Inc. - Form 8-K

**One Park Plaza, Nashville, Tennessee**  
(Address of principal executive offices)

**37203**  
(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):

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

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Stockholders (the Annual Meeting ) of HCA Holdings, Inc. (the Company ) held on April 24, 2013 at the Company s corporate headquarters in Nashville, Tennessee, a total of 400,600,625 shares of the Company s common stock, out of a total of 445,140,632 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The following proposals were voted on and approved by the Company s stockholders at the Annual Meeting:

1. Election to the Company s Board of Directors of the following 13 director nominees to serve until the 2014 annual meeting of the stockholders of the Company or until such director s respective successor is duly elected and qualified:

|                       | For         | Withheld    | Broker Non-Votes |
|-----------------------|-------------|-------------|------------------|
| Richard M. Bracken    | 308,905,379 | 56,661,930  | 35,033,316       |
| R. Milton Johnson     | 287,896,567 | 77,670,742  | 35,033,316       |
| John P. Connaughton   | 290,206,865 | 75,360,444  | 35,033,316       |
| Kenneth W. Freeman    | 301,400,958 | 64,166,351  | 35,033,316       |
| Thomas F. Frist III   | 262,078,241 | 103,489,068 | 35,033,316       |
| William R. Frist      | 300,169,059 | 65,398,250  | 35,033,316       |
| Christopher R. Gordon | 301,402,394 | 64,164,915  | 35,033,316       |
| Jay O. Light          | 357,073,674 | 8,493,635   | 35,033,316       |
| Geoffrey G. Meyers    | 361,398,337 | 4,168,972   | 35,033,316       |
| Michael W. Michelson  | 276,478,848 | 89,088,461  | 35,033,316       |
| James C. Momtazee     | 301,400,509 | 64,166,800  | 35,033,316       |
| Stephen G. Pagliuca   | 276,880,046 | 88,687,263  | 35,033,316       |
| Wayne J. Riley, M.D.  | 345,101,989 | 20,465,320  | 35,033,316       |

2. Ratification of the selection of Ernst & Young LLP as the Company s independent registered public accounting firm for the year ending December 31, 2013:

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 394,302,526 | 6,212,536 | 85,563      | 0                |

3. Adoption of a non-binding advisory resolution on the Company s executive compensation as described in the Company s 2013 proxy statement:

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 358,074,373 | 7,375,608 | 117,328     | 35,033,316       |

**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 HOLDINGS, INC.  
(Registrant)

By: /s/ John M. Franck II  
John M. Franck II  
Vice President and Corporate Secretary

Date: April 25, 2013