

HCA Holdings, Inc.
Form 3
July 28, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Torres Kathryn A.</p> <p>(Last) (First) (Middle)</p> <p>ONE PARK PLAZA</p> <p>(Street)</p> <p>NASHVILLE,Â TNÂ 37203</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/18/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HCA Holdings, Inc. [HCA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP- Employer&Payer Engagement</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Stock Appreciation Right	Â <u>(1)</u>	02/08/2022	Common Stock	4,300	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(2)</u>	02/08/2022	Common Stock	4,300	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(3)</u>	02/06/2023	Common Stock	4,686	\$ 37.18	D	Â
Stock Appreciation Right	Â <u>(4)</u>	02/06/2023	Common Stock	6,250	\$ 37.18	D	Â
Stock Appreciation Right	Â <u>(5)</u>	02/05/2024	Common Stock	2,500	\$ 47.97	D	Â
Stock Appreciation Right	Â <u>(6)</u>	02/05/2024	Common Stock	5,000	\$ 47.97	D	Â
Stock Appreciation Right	Â <u>(7)</u>	02/04/2025	Common Stock	7,000	\$ 68.96	D	Â
Stock Appreciation Right	Â <u>(8)</u>	01/29/2026	Common Stock	5,170	\$ 69.58	D	Â
Restricted Stock Units	02/06/2017	02/06/2023	Common Stock	514	\$ <u>(9)</u>	D	Â
Restricted Stock Units	Â <u>(10)</u>	02/05/2024	Common Stock	876	\$ <u>(9)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torres Kathryn A. ONE PARK PLAZA NASHVILLE, TN 37203	Â	Â	Â SVP- Employer&Payer Engagement	Â

Signatures

/s/ Kevin A. Ball,
Attorney-in-Fact

07/28/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 option vested at the end of fiscal years 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
- (2) The stock appreciation rights vested in two equal annual installments beginning on February 8, 2015.
- On February 6, 2013, the reporting person was granted 6,250 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2013, 2014 and 2015 was met, resulting in the vesting of 4,686 stock appreciation rights.
- (3)

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- (4) The stock appreciation rights vest in four equal annual installments beginning on February 6, 2014.
On February 5, 2014, the reporting person was granted 5,000 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2014 and 2015 was met, resulting in the vesting of 2,500 stock appreciation rights.
- (5)
- (6) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (7) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
- (8) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
- (9) Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.
- (10) The restricted stock units vest in two equal annual installments beginning February 5, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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