

HCA Holdings, Inc.
Form 4
February 13, 2013

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 *
BAIN CAPITAL INVESTORS LLC

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)
JOHN HANCOCK TOWER, 200
CLARENDON STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2013

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

(Street)
BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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 (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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, Par Value \$0.01	02/11/2013		J ⁽⁶⁾	308,233 D \$ 0	73,907,893	I	See Footnotes (1) (2) (3) (4) (5)

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

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SEC 1474 (9-02)

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

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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 Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		X		
Bain Capital Integral Investors, LLC C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP TCV, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		X		
Bain Capital Hercules Investors, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		X		

Signatures

/s/ Christopher
Gordon 02/13/2013

**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) 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 Merrill Lynch Global Private Equity, and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Affiliates of BCI indirectly own

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73,907,893 shares of Common Stock of HCA.

(2) BCI is the administrative member of Bain Capital Integral Investors 2006, LLC ("Integral 2006"). BCI may be deemed to beneficially own the 68,661,035 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3) BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). BCI may be deemed to beneficially own the 497,466 shares of Common Stock of HCA indirectly owned by BCIP TCV by virtue of its membership in Hercules II. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(4) BCI is the administrative member of Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"). BCI may be deemed to beneficially own the 4,749,392 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(5) As a result of the relationships described in the foregoing footnotes, the Bain Entities may be deemed to beneficially own the 224,275,052 shares of Common Stock of HCA held by Hercules II. Each of the Bain Entities disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

(6) On February 11, 2013, Hercules II distributed 308,233 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 February 11, 2013.

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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