

HCA Holdings, Inc.  
Form 4  
September 23, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HERCULES HOLDING II, LLC**

(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)

**09/23/2016**

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)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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 \$.01 per share	09/23/2016		J(1)		5,864,878 (1)	D	\$ 0 (1)
					68,912,077 (1) (2) (3)	D	

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  
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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

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

X

## Signatures

By: /s/ John M. Franck II, by power of attorney for Hercules Holding II,  
LLC

09/23/2016

\_\_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) This transaction represents a distribution for no consideration and on a pro rata basis by Hercules Holding II, LLC of 5,864,878 shares of HCA Holdings, Inc.'s common stock, par value \$.01 per share ("Common Stock"), to certain entities affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"), which shares had previously been indirectly beneficially owned by such entities through their direct ownership in Hercules Holding II, LLC.

(2) Following the distribution of the shares of Common Stock reported herein, Hercules Holding II, LLC will be converted into a Delaware general partnership and will directly hold 68,912,077 shares of Common Stock. Prior to the distribution, the membership interests of Hercules Holding II, LLC were held by a private investor group, including certain entities affiliated with KKR and HCA Holdings, Inc. founder Dr. Thomas F. Frist, Jr. Following the distribution, affiliates of KKR will no longer hold any membership interests in Hercules Holding II, LLC or any successor entity but will directly hold 5,864,878 shares of Common Stock, or approximately 1.5% of the outstanding shares, and will no longer be filing reports under Section 16(a) of the Securities Exchange Act of 1934, as amended.

(3) (Continued from Footnote 2) Each of such persons, other than Hercules Holding II, LLC, disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

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.