

HCA Holdings, Inc.
Form 5
February 16, 2016

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Frist William R

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3100 WEST END AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock, par value \$0.01 per share | 02/25/2015 | Â | G | 71,274.9612 | A \$ 0 1,218,891.7062 | I | Held indirectly through Hercules Holding 1 LLC (1) (2) (3) |
| Common Stock, par value \$0.01 per share | 02/25/2015 | Â | G | 208,558.1294 | A \$ 0 1,427,449.8356 | I | Held indirectly through Hercules |

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share

Common
Stock, par
value
\$0.01 per
share

02/25/2015

Â

G

1,225,739.6894

D

\$ 0

201,710.1462

I

Common
Stock, par
value
\$0.01 per
share

02/25/2015

Â

G

1,225,739.6894

A

\$ 0

1,225,739.6894

I

Common
Stock, par
value
\$0.01 per
share

02/25/2015

Â

G

1,348,059

D

\$ 0 0

I

Common
Stock, par
value
\$0.01 per
share

02/25/2015

Â

G

1,348,059

A

\$ 0

1,348,059

I

Common
Stock, par
value
\$0.01 per
share

05/26/2015

Â

G

135,889.7145

A

\$ 0

337,599.8607

I

Common
Stock, par

05/26/2015

Â

G

135,889.7145

D

\$ 0

201,710.1462

I

Holding 1
LLC ⁽¹⁾ ⁽²⁾
⁽³⁾

Held
indirectly
through
Hercules
Holding 1
LLC ⁽¹⁾ ⁽²⁾
⁽³⁾

Held
indirectly
through
Hercules
Holding 1
LLC by
WRF 201
LLC ⁽¹⁾ ⁽²⁾

Held
indirectly
through
Hercules
Holding 1
LLC by
2010 Tru
for
Children
⁽⁴⁾

Held
indirectly
through
Hercules
Holding 1
LLC by
2015 Tru
for
Children
⁽⁴⁾ ⁽⁵⁾

Held
indirectly
through
Hercules
Holding 1
LLC ⁽¹⁾ ⁽²⁾
⁽³⁾

Held
indirectly

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| | | | | | | | | | |
|--|------------|---|---|--------------|---|------|----------------|-------------------------|--|
| value \$0.01 per share | | | | | | | | | through Hercules Holding LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.01 per share | 05/26/2015 | Â | G | 135,889.7145 | A | \$ 0 | 135,889.7145 | I | Held indirectly by WRF 2015 II, LLC <u>(1)</u> <u>(2)</u> <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 05/26/2015 | Â | G | 12,623 | D | \$ 0 | 56 | D <u>(3)</u> <u>(7)</u> | Â |
| Common Stock, par value \$0.01 per share | 05/26/2015 | Â | G | 12,623 | A | \$ 0 | 148,512.7145 | I | Held indirectly by WRF 2015 II, LLC <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 05/26/2015 | Â | G | 214,761.0497 | D | \$ 0 | 0 | I | Held indirectly through Hercules Holding LLC by The William Frist 201 GRAT Trust <u>(1)</u> <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 05/26/2015 | Â | G | 214,761.0497 | A | \$ 0 | 1,562,820.0497 | I | Held indirectly through Hercules Holding LLC by 2015 Tru for Children <u>(4)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per | 05/26/2015 | Â | G | 831,308.3333 | D | \$ 0 | 0 | I | Held indirectly through Hercules |

share

Common Stock, par value \$0.01 per share 05/26/2015 Â G 831,308.3333 A \$ 0 831,308.3333 I

Common Stock, par value \$0.01 per share 11/17/2015 Â G 200,644.4012 D \$ 0 1,065.745 I

Common Stock, par value \$0.01 per share 11/17/2015 Â G 200,644.4012 A \$ 0 200,644.4012 I

Common Stock, par value \$0.01 per share Â Â Â Â Â Â 82,283.825 I

Common Stock, par value \$0.01 per share Â Â Â Â Â Â 1,208,506.7937 I

Holding LLC by The William R. Frist 2010 Family GRAT Trust ⁽¹⁾

Held indirectly through Hercules Holding LLC by The William R. Frist 2010 Family GRAT Trust ⁽¹⁾

Held indirectly through Hercules Holding LLC ⁽¹⁾

Held indirectly through Hercules Holding LLC by WRF 2010 IV, LLC ⁽⁹⁾

Held indirectly by Spousal and Children ⁽³⁾

Held indirectly by William R. Frist Family Partnership ⁽¹⁾ ⁽¹⁰⁾

| | | | | | | | | |
|--|---|---|---|---|---|---|----------------|---|
| Common Stock, par value \$0.01 per share | ^ | ^ | ^ | ^ | ^ | ^ | 5,339,771.9777 | I |
| Common Stock, par value \$0.01 per share | ^ | ^ | ^ | ^ | ^ | ^ | 369,674 | I |
| Common Stock, par value \$0.01 per share | ^ | ^ | ^ | ^ | ^ | ^ | 1,343,564.9574 | I |
| Common Stock, par value \$0.01 per share | ^ | ^ | ^ | ^ | ^ | ^ | 49,525.5988 | I |

Held
indirectly
by The
William
Frist
February
2012
GRAT (1)
(10)

Held
indirectly
through
Hercules
Holding
LLC by
The
William
Frist
February
2013
GRAT (1)
(8)

Held
indirectly
through
Hercules
Holding
LLC by
The
William
Frist
February
2014
GRAT (1)
(8)

Held
indirectly
through
Hercules
Holding
LLC by
The
William
Frist
November
2014
GRAT (1)
(8)

Common Stock, par value \$0.01 per share

36,629,163.8593 I

Held indirectly through Hercules Holding LLC by Frisco, Inc. (1) (11)

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

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SEC 2270 (9-02)

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. of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Frist William R 3100 WEST END AVENUE NASHVILLE, TN 37203 | X | X | | |

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

02/16/2016

**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) Hercules Holding II, LLC ("Hercules") holds 84,137,913 shares of the common stock of HCA Holdings, Inc. Hercules has issued one unit per share of HCA Holdings, Inc. that it owns directly. Hercules is held by a private investor group, including affiliates of Kohlberg

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Kravis Roberts & Co. L.P. and affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

- (2) The Reporting Person received gifts of 71,274.9612 and 208,558.1294 units of Hercules on February 25, 2015, which were subsequently transferred to WRF 2015, LLC (along with 945,906.5988 other units of Hercules held by the Reporting Person at that time), of which he is an officer and a managing member. The Reporting Person received a gift of 135,889.7145 units of Hercules on May 26, 2015, which were subsequently transferred to WRF 2015 II, LLC, of which he is an officer and a managing member. Following receipt of these gifts, the Reporting Person may be deemed the beneficial owner of the units of Hercules held by these entities, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

- (3) The Reporting Person directly owns 56 shares of common stock of HCA Holdings, Inc. The Reporting Person directly owns 1,065.745 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc. by virtue of his membership in Hercules. The Reporting Person may also be deemed to have indirect beneficial ownership in respect of 4,128 shares of common stock of HCA Holdings, Inc. and 78,155.825 units of Hercules, through an indirect pecuniary interest in such shares and units held by his children and his wife and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

- (4) On February 25, 2016, three 2010 trusts for the benefit of the Reporting Person's children transferred an aggregate of 1,348,059 units of Hercules to three 2015 trusts for the benefit of the Reporting Person's children. The Reporting Person's wife is the trustee of the three 2010 trusts and the three 2015 trusts for the benefit of his children and the Reporting Person may, accordingly, be deemed to be the beneficial owner of the units of Hercules held by such trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

- (5) On May 26, 2015 The William Frist 2010 GRAT Trust transferred an aggregate of 214,761.0497 units of Hercules to three 2015 trusts for the benefit of the Reporting Person's children. The Reporting Person is trustee of The William Frist 2010 GRAT Trust and the Reporting Person's wife is trustee of the three 2015 trusts for the benefit of the Reporting Person's children and the Reporting Person may therefore be deemed the beneficial owner of the units of Hercules held by these trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

- (6) The Reporting Person is an officer and a managing member of WRF 2015 II, LLC and may be deemed to be the beneficial owner of the 135,889.7145 units of Hercules and the 12,623 shares of common stock of HCA Holdings, Inc. held by such entity.

- (7) On May 26, 2015 the Reporting Person transferred an aggregate of 12,623 shares of common stock of HCA Holdings, Inc. to WRF 2015 II, LLC.

- (8) The Reporting Person is trustee of (i) The William Frist February 2013 GRAT, (ii) The William Frist February 2014 GRAT, (iii) The William R. Frist 2010 Family Trust, (iv) The William R. Frist 2010 Family GRAT Trust and (v) The William R. Frist November 2014 GRAT and may be deemed to be the beneficial owner of the units of Hercules held by these trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

- (9) The Reporting Person is an officer and a managing member of WRF 2015 IV, LLC and may be deemed to be the beneficial owner of the units of Hercules held by this entity, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

- (10) The Reporting Person may be deemed the beneficial owner of the 60,678 shares of common stock of HCA Holdings, Inc. and the 1,147,828.7937 units of Hercules held by the William R. Frist Family Partnership, of which his wife serves as trustee, and the 328,229 shares of common stock of HCA Holdings, Inc. and the 5,011,542.9777 units of Hercules held by The William R. Frist February 2012 GRAT, of which he serves as trustee.

- (11) The Reporting Person may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of HCA Holdings, Inc. beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc. Frisco, Inc. has beneficial ownership of 36,629,163.8593 units of Hercules, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.