

Hilton Worldwide Holdings Inc.

Form 3

September 18, 2015

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)

1. Name and Address of Reporting Person *

Duffy Michael W

(Last) (First) (Middle)

7930 JONES BRANCH DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/16/2015

3. Issuer Name and Ticker or Trading Symbol

Hilton Worldwide Holdings Inc. [HLT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

5. 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**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)

Common Stock

12,473 ⁽¹⁾

D

A

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	02/19/2024	Common Stock	7,717	\$ 21.53	D	Â
Employee Stock Option (right to buy)	Â (3)	02/10/2025	Common Stock	7,508	\$ 27.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duffy Michael W 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	Â	Â	Â See Remarks	Â

Signatures

/s/ Kristin A. Campbell,
Attorney-in-Fact

09/18/2015

__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) Includes restricted stock units of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, 1,147 of which vest on February 10, 2016, 3,541 of which vest on February 19, 2016, and 1,147 of which vest on February 19, 2017.
- (2) The option vests in three equal annual installments beginning on February 19, 2015.
- (3) The option vests in three equal annual installments beginning on February 10, 2016.

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Remarks:

Senior Vice President and Chief Accounting Officer
Exhibit List: Exhibit 24 - Power of Attorney

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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