

HCA Holdings, Inc.
Form SC 13G/A
February 14, 2012

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

HCA Holdings, Inc.

(as successor to HCA Inc.)

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

40412C101

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 404119109

- | | | |
|-----|---|--|
| 1. | Name of Reporting Person
KKR Millennium Fund L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| 5. | | Sole Voting Power
-0- |
| 6. | | Shared Voting Power
271,348,910* |
| 7. | | Sole Dispositive Power
-0- |
| 8. | | Shared Dispositive Power
271,348,910* |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
271,348,910* | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
62.2%* | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

* Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC. See Item 4 of the Statement on Schedule 13G.

The calculation of the foregoing percentage is based on 436,557,300 shares of common stock outstanding as of October 31, 2011 as reported in the HCA Holdings, Inc. Quarterly Report on Form 10-Q for the period ended September 30, 2011, as filed with the Securities and Exchange Commission on November 9, 2011.

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- | | | |
|-----|---|--|
| 1. | Name of Reporting Person
KKR Associates Millennium L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
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KKR Millennium GP LLC | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
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| 4. | Citizenship or Place of Organization
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| 1. | Name of Reporting Person
KKR 2006 Fund L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
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OPERF Co-Investment LLC | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | |
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