

HCA Holdings, Inc.
Form 4
May 28, 2014

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 *
PAGLIUCA STEPHEN G

(Last) (First) (Middle)

C/O BAIN CAPITAL PARTNERS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 \$0.01	05/23/2014		S		6,449,562	D	\$ 51.53 (1)
							22,503,156
							I
							See Footnotes (3) (4) (5) (6) (7)
Common Stock, Par Value \$0.01	05/23/2014		S		7,277,314	D	\$ 51.53 (2)
							15,225,842
							I
							See Footnotes (3) (4) (5) (6) (7)

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

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BCI is the administrative member Bain Capital Integral Investors 2006, LLC ("Integral 2006"). On May 23, 2014, Integral 2006 sold 5,919,334 shares of Common Stock of HCA in the Offering and 6,762,830 shares of Common Stock of HCA in the Repurchase. Following such sales, Integral 2006 held 14,149,421 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 14,149,421 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II.

(5) BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). On May 23, 2014, BCIP TCV sold 50,272 shares of Common Stock of HCA in the Offering and 48,779 shares of Common Stock of HCA in the Repurchase. Following such sales, BCIP TCV owned 102,058 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 102,058 shares of Common Stock of HCA indirectly owned by BCIP TCV by virtue of its membership in Hercules II.

(6) BCI is the administrative member of Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"). On May 23, 2014, Hercules Investors sold 479,956 shares of Common Stock of HCA in the Offering and 465,705 shares of Common Stock of HCA in the Repurchase. Following such sales, Hercules Investors held 974,363 shares of Common Stock of HCA. BCI may be deemed to beneficially own the 974,363 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II.

(7) The governance, investment strategy and decision making process with respect to the investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Mr. Stephen Pagliuca is a Managing Director of BCI and a member of GPEB. By virtue of the relationships described in these footnotes, Mr. Pagliuca may be deemed to share the voting and dispositive power with respect to the 99,363,755 shares of Common Stock of HCA held by Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities, except to the extent of his 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.

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