

HCA Holdings, Inc.
Form 5
February 17, 2015

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 THOMAS F JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

3100 WEST END AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$0.01 per share | 02/25/2014 | Â | G | 2,895,938.8722 D \$ 0 0 | | I | Held indirectly through Hercules Holding LLC by Thomas Frist Jr. 2012 |

GRAT N
1 (1) (2)

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| | | | | | | | | | |
|--|------------|---|---|--------------|---|--------|--------------|---|---|
| Common Stock, par value \$0.01 per share | 05/19/2014 | Â | G | 6,465,982 | D | \$ 0 0 | | I | Held indirectly through Hercules Holding LLC by Thomas I Frist, Jr. 2009 GRAT <u>(1)</u> <u>(3)</u> |
| Common Stock, par value \$0.01 per share | 11/17/2014 | Â | G | 518,650.7964 | D | \$ 0 0 | | I | Held indirectly through Hercules Holding LLC by Thomas I Frist, Jr. 2012 GRAT N 2 <u>(1)</u> <u>(2)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 67,351.6299 | I | Held indirectly through Hercules Holding LLC <u>(1)</u> <u>(4)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 204,968.4898 | I | Held indirectly through Hercules Holding LLC by Patricia C Frist <u>(1)</u> <u>(4)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 72,589.0649 | I | Held indirectly through Hercules Holding LLC by Thomas I Frist GST Tax Exempt Trust <u>(1)</u> <u>(4)</u> |
| | Â | Â | Â | Â | Â | Â | 382,700.8834 | I | |

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Common
Stock, par
value
\$0.01 per
share

Held
indirectly
through
Hercules
Holding
LLC by
Patricia
Champion
Frist 201
GRAT (1)
(3)

Common
Stock, par
value
\$0.01 per
share

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340,217

I

Held
indirectly
through
Hercules
Holding
LLC by
Patricia
Champion
Frist 201
GRAT N
3 (1) (3)

Common
Stock, par
value
\$0.01 per
share

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630,884.3884

I

Held
indirectly
through
Hercules
Holding
LLC by
Thomas I
Frist, Jr.
2013
GRAT (1)
(2)

Common
Stock, par
value
\$0.01 per
share

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317,076

I

Held
indirectly
through
Hercules
Holding
LLC by
Thomas I
Frist, Jr.
2010
GRAT (1)
(2)

Common
Stock, par
value
\$0.01 per

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387,659.7546

I

Held
indirectly
through
Hercules

share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Holding
LLC by
Frist
Children'
Trust (1)

Held
indirectly
through
Hercules
Holding
LLC by
Frist
Children'
Trust II (2)

Held
indirectly
through
Hercules
Holding
LLC by
Frisco,
Inc. (1) (5)

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 required to respond unless the form displays a currently valid OMB control number.

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FRIST THOMAS F JR
3100 WEST END AVENUE
NASHVILLE, TN 37203

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact
02/17/2015

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 91,750,834 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 Bain Capital Investors, LLC, Kohlberg 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 may be deemed to be the beneficial owner of the units of Hercules held by (i) Thomas F. Frist, Jr. 2012 Grantor Retained Annuity Trust No. 1, (ii) Thomas F. Frist, Jr. 2012 Grantor Retained Annuity Trust No. 2, (iii) Thomas F. Frist, Jr. 2013 Grantor Retained Annuity Trust, (iv) Thomas F. Frist, Jr. 2010 Grantor Retained Annuity Trust, (v) Frist Children's Trust and (vi) Frist Children's Trust II, each of which his wife serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.
(3) The Reporting Person is trustee of (i) Thomas F. Frist, Jr. 2009 Grantor Retained Annuity Trust, (ii) Thomas F. Frist GST Tax Exempt Trust, (iii) Patricia Champion Frist 2013 Grantor Retained Annuity Trust and (iv) Patricia Champion Frist 2013 Grantor Retained Annuity Trust No. 3 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.
(4) The Reporting Person owns 67,351.6299 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 an indirect beneficial ownership in respect of 204,968.4898 units of Hercules, through an indirect pecuniary interest in such units held by his wife, Patricia C. Frist, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.
(5) 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.