

HCA Holdings, Inc.  
Form 3  
May 06, 2016

**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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Wyatt Christopher F.                    |          | (Month/Day/Year)                     | HCA Holdings, Inc. [HCA]   |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 04/28/2016                           |  |  |
| ONE PARK PLAZA                            |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner                       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| NASHVILLE,Â TNÂ 37203                     |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   | (City)   | (State)                              | SVP & Controller   |  |
|   |          | (Zip)                                |  |  |

**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                    | 5,977   | D  | Â   |

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|   |               |            |              | Shares |                | (I)<br>(Instr. 5) |   |
|---|---------------|------------|--------------|--------|----------------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>  | 11/17/2010 | Common Stock | 788    | \$ 23.1343     | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 11/17/2011    | 11/17/2010 | Common Stock | 391    | \$ 23.1343     | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 11/17/2012    | 11/17/2010 | Common Stock | 392    | \$ 19.1143     | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u>  | 11/17/2010 | Common Stock | 788    | \$ 17.1143     | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(3)</u>  | 11/17/2010 | Common Stock | 793    | \$ 17.1143     | D                 | Â |
| Stock Appreciation Right                  | Â <u>(4)</u>  | 02/06/2023 | Common Stock | 6,375  | \$ 37.18       | D                 | Â |
| Stock Appreciation Right                  | Â <u>(5)</u>  | 02/06/2023 | Common Stock | 8,500  | \$ 37.18       | D                 | Â |
| Stock Appreciation Right                  | Â <u>(6)</u>  | 02/05/2024 | Common Stock | 2,750  | \$ 47.97       | D                 | Â |
| Stock Appreciation Right                  | Â <u>(7)</u>  | 02/05/2024 | Common Stock | 5,500  | \$ 47.97       | D                 | Â |
| Stock Appreciation Right                  | Â <u>(8)</u>  | 02/04/2025 | Common Stock | 8,000  | \$ 68.96       | D                 | Â |
| Stock Appreciation Right                  | Â <u>(9)</u>  | 01/29/2026 | Common Stock | 7,010  | \$ 69.58       | D                 | Â |
| Restricted Stock Units                    | 02/06/2017    | 02/06/2023 | Common Stock | 564    | \$ <u>(10)</u> | D                 | Â |
| Restricted Stock Units                    | Â <u>(11)</u> | 02/05/2024 | Common Stock | 750    | \$ <u>(10)</u> | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Wyatt Christopher F.<br>ONE PARK PLAZA<br>NASHVILLE, TN 37203 | Â             | Â         | Â SVP & Controller | Â     |

## Signatures

/s/ Kevin A. Ball,  
Attorney-in-Fact

05/06/2016

\_\_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) The option vested in two equal installments at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.
- (2) The option vested in equal increments (i) at the end of fiscal year 2012 upon the achievement of certain annual EBITDA performance targets and (ii) upon a change in control (as defined in the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates as Amended and Restated) of the Issuer which occurred effective November 1, 2013.
- (3) The option was scheduled to vest in two equal annual installments beginning on November 17, 2013. A change in control of the Issuer occurred effective November 1, 2013, resulting in the accelerated vesting of the option as to the shares that remained unvested.
- (4) On February 6, 2013, the reporting person was granted 8,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2013, 2014 and 2015 was met, resulting in the vesting of 6,375 stock appreciation rights.
- (5) The stock appreciation rights vest in four equal annual installments beginning on February 6, 2014.
- (6) On February 5, 2014, the reporting person was granted 5,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2014 and 2015 was met, resulting in the vesting of 2,750 stock appreciation rights.
- (7) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (8) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
- (9) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
- (10) Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.
- (11) The restricted stock units vest in two equal annual installments beginning February 5, 2017.

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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