

Hilton Worldwide Holdings Inc.
Form 4
July 31, 2014

FORM 4 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).

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 *
BMA V L.L.C.

2. Issuer Name and Ticker or Trading Symbol
Hilton Worldwide Holdings Inc.
[HLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2014

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

CO/ THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10154

(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 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	07/29/2014		J		117,458	D	Ⓣ	19,640,203	I	See Footnotes (2) (10) (11) (12) (13)
Common Stock	07/29/2014		J		19,604,774	A	Ⓣ	19,604,774	I	See Footnotes (3) (10) (11) (12) (13)
Common Stock	07/29/2014		J		117,458	A	Ⓣ	117,458	I	See Footnotes (4) (10) (11)

Common Stock	1,999,809	I	(12) (13) See Footnotes (5) (10) (11) (12) (13)
Common Stock	1,024,980	I	See Footnotes (6) (10) (11) (12) (13)
Common Stock	185,500,512	I	See Footnotes (7) (10) (11) (12) (13)
Common Stock	383,603,683	I	See Footnotes (8) (10) (11) (12) (13)
Common Stock	56,769,077	I	See Footnotes (9) (10) (11) (12) (13)

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BMA V L.L.C. CO/ THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Real Estate Holdings VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BREP VI Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone A23 Holdings LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE REAL ESTATE PARTNERS VI L P 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Real Estate Associates VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BREA VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE CAPITAL PARTNERS V L P C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Management Associates V L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

Blackstone Real Estate Holdings VI L.P., By: BREP VI Side-by-Side GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

07/31/2014

**Signature of Reporting Person

Date

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BREP VI Side-by-Side GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/31/2014
__Signature of Reporting Person	Date
BLACKSTONE A23 HOLDINGS LLC, By: /s/ John G. Finley, Name: John G. Finley, Title: Authorized Person	07/31/2014
__Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE PARTNERS VI L.P., By: Blackstone Real Estate Associates VI L.P., its general partner, By: BREA VI L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/31/2014
__Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE ASSOCIATES VI L.P., By: BREA VI L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/31/2014
__Signature of Reporting Person	Date
BREA VI L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/31/2014
__Signature of Reporting Person	Date
BLACKSTONE CAPITAL PARTNERS V L.P., By: Blackstone Management Associates V, L.L.C., its general partner, By: BMA V, L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/31/2014
__Signature of Reporting Person	Date
BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C., By: BMA V, L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/31/2014
__Signature of Reporting Person	Date
BMA V L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/31/2014
__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) Pursuant to a reorganization (the "Reorganization"), 117,458 shares of Common Stock, par value \$0.01 per share ("Common Stock"), of Hilton Worldwide Holdings Inc. (the "Issuer") that were previously directly held by Blackstone A23 Holdings LLC were transferred to Blackstone Real Estate Holdings VI L.P. (the "BREH VI"), an indirect subsidiary of Blackstone Holdings III L.P., and BREH VI contributed such additional shares of Common Stock then held by it to a wholly-owned entity, HLT A23 BREH VI Holdco LLC. Also pursuant to the Reorganization, Blackstone A23 Holdings LLC contributed 19,604,774 additional shares of Common Stock then held by it to a wholly-owned entity, HLT A23 Holdco LLC. After the Reorganization, HLT A23 BREH VI Holdco LLC directly holds 117,458 shares of Common Stock and HLT A23 Holdco LLC directly holds 19,604,774 shares of Common Stock. HLT A23 BREH VI Holdco LLC and HLT A23 Holdco LLC are filing a separate Form 3.
 - (2) Reflects shares of Common Stock directly held by Blackstone A23 Holdings LLC.
 - (3) Reflects shares of Common Stock directly held by HLT A23 Holdco LLC after the Reorganization. The sole member of HLT A23 Holdco LLC is Blackstone A23 Holdings LLC.
 - (4) Reflects shares of Common Stock directly held by HLT A23 BREH VI Holdco LLC after the Reorganization. The sole member of HLT A23 BREH VI Holdco LLC is Blackstone Real Estate Holdings VI L.P. Such shares of Common Stock were previously indirectly beneficially owned by Blackstone Real Estate Holdings VI L.P. through its indirect interest in Blackstone A23 Holdings LLC. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.

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- (5) Reflects shares of Common Stock indirectly beneficially owned by Blackstone Real Estate Holdings VI L.P. through its interests in HLT BREH VI Holdco LLC. The sole member of HLT BREH VI Holdco LLC is HLT BREH VI Holdings Holdco LLC. The controlling member of HLT BREH VI Holdings Holdco LLC is Blackstone Real Estate Holdings VI L.P.
- (6) Reflects shares of Common Stock indirectly beneficially owned by Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. through their indirect interests in HLT Holdco LLC. The sole member of HLT Holdco LLC is BH Hotels Holdco LLC ("BH Hotels").
- (7) Reflects shares of Common Stock indirectly beneficially owned by Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. through their indirect interests in HLT Holdco II LLC. The sole member of HLT Holdco II LLC is HLT Holdco LLC.
- (8) Reflects shares of Common Stock indirectly beneficially owned by Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. through their indirect interests in HLT Holdco III LLC. The sole member of HLT Holdco III LLC is HLT Holdco II LLC.
- (9) Reflects shares of Common Stock indirectly beneficially owned by Blackstone Real Estate Associates VI L.P. through its indirect interests in HLT BREP VI.TE.2 Holdco LLC. The sole member of HLT BREP VI.TE.2 Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P.
- (10) The managing members of each of BH Hotels and Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C. is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.
- (11) The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Steven A. Schwarzman.
- (12) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (13) Each of the Reporting Persons (other than each of HLT A23 BREH VI Holdco LLC, HLT A23 Holdco LLC and Blackstone A23 Holdings LLC to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities reported herein except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than HLT A23 BREH VI Holdco LLC, HLT A23 Holdco LLC and Blackstone A23 Holdings LLC to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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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