

HCA Holdings, Inc.
 Form 3
 February 03, 2017

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 and Ticker or Trading Symbol | |
| Morrow J William | | (Month/Day/Year) | HCA Holdings, Inc. [HCA] | |
| (Last) | (First) | (Middle) | 02/01/2017 | |
| ONE PARK PLAZA | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NASHVILLE, TN 37203 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP - Finance and Treasurer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 3,490,285 ⁽¹⁾ | D | M |
| Common Stock | 747 | I | By Trust (Spouse, Trustee) |

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|-------------------|-----------------|--------------|----------------------------|--------------------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 11/02/2015 | 11/02/2021 | Common Stock | 3,125 | \$ 17.33 | D | Â |
| Stock Appreciation Right | Â ⁽²⁾ | 02/08/2022 | Common Stock | 1,875 | \$ 22.95 | D | Â |
| Stock Appreciation Right | 02/08/2016 | 02/08/2022 | Common Stock | 1,875 | \$ 22.95 | D | Â |
| Stock Appreciation Right | Â ⁽³⁾ | 02/06/2023 | Common Stock | 4,675 | \$ 37.18 | D | Â |
| Stock Appreciation Right | Â ⁽⁴⁾ | 02/06/2023 | Common Stock | 4,250 | \$ 37.18 | D | Â |
| Stock Appreciation Right | Â ⁽⁵⁾ | 02/05/2024 | Common Stock | 3,250 | \$ 47.97 | D | Â |
| Stock Appreciation Right | Â ⁽⁶⁾ | 02/05/2024 | Common Stock | 6,500 | \$ 47.97 | D | Â |
| Stock Appreciation Right | Â ⁽⁷⁾ | 02/04/2025 | Common Stock | 8,000 | \$ 68.96 | D | Â |
| Stock Appreciation Right | Â ⁽⁸⁾ | 01/29/2026 | Common Stock | 6,550 | \$ 69.58 | D | Â |
| Stock Appreciation Right | Â ⁽⁹⁾ | 07/29/2026 | Common Stock | 3,250 | \$ 77.13 | D | Â |
| Restricted Stock Units | 02/06/2017 | 02/06/2023 | Common Stock | 564 | \$ ⁽¹⁰⁾ | D | Â |
| Restricted Stock Units | Â ⁽¹¹⁾ | 02/05/2024 | Common Stock | 750 | \$ ⁽¹⁰⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morrow J William ONE PARK PLAZA NASHVILLE, TN 37203 | Â | Â | Â SVP - Finance and Treasurer | Â |

Signatures

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

02/03/2017

__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) Includes 359,285 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (2) The stock appreciation rights vested at the end of fiscal year 2015 based upon the achievement of certain annual EBITDA performance targets.

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, 1,700 of which have previously been exercised.
- (3) The stock appreciation rights vest in two equal annual installments beginning on February 6, 2016.

On February 5, 2014, the reporting person was granted 6,500 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 3,250 stock appreciation rights.
- (4) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (5) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
- (6) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
- (7) The stock appreciation rights vest in four equal annual installments beginning on July 29, 2017.
- (8) Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.
- (9) The restricted stock units vest in two equal annual installments beginning February 5, 2017.
- (10) The restricted stock units vest in two equal annual installments beginning February 5, 2017.
- (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. 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.