

HCA Holdings, Inc.
Form 5
February 14, 2017

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)
12/31/2016

____ 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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock, par value \$0.01 per share | 02/17/2016 | ^ | G | 74,193 D \$ 0 0 | | I | Held indirectly through Hercules Holding II by Patricia Champion Frist 2013 GRAT No. 3 (1) (2) |
| | ^ | ^ | ^ | ^ ^ ^ 72,561.6299 | | I | |

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| | | | | | | | | | |
|--|---|---|---|---|---|---|----------------|---|--|
| Common Stock, par value \$0.01 per share | | | | | | | | | Held indirectly through Hercules Holding II <u>(1)</u> <u>(3)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 204,968.4898 | I | Held indirectly through Hercules Holding II by Patricia C. Frist <u>(1)</u> <u>(3)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 72,589.0649 | I | Held indirectly through Hercules Holding II by Thomas F. Frist GST Tax Exempt Trust <u>(1)</u> <u>(2)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 168,876 | I | Held indirectly through Hercules Holding II by Patricia Champion Frist 2015 GRAT <u>(1)</u> <u>(2)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 387,659.7546 | I | Held indirectly through Hercules Holding II by Frist Children's Trust <u>(1)</u> <u>(4)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 6,657,331.3176 | I | Held indirectly through Hercules Holding II by Frist |

| | | | | | | | | | |
|--|---|---|---|---|---|---|-----------------|---|---|
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 266,024 | I | Children's Trust II ⁽¹⁾ <u>(4)</u> Held indirectly through Hercules Holding II by Patricia Champion Frist 2016 GRAT ⁽¹⁾ <u>(4)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 36,629,163.8593 | I | Held indirectly through Hercules Holding II by Frisco, Inc. ⁽¹⁾ <u>(5)</u> |

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.

SEC 2270
(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 D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIST THOMAS F JR | Â | Â X | Â | Â |

3100 WEST END AVENUE
NASHVILLE, TN 37203

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

02/14/2017

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 ("Hercules") holds 68,912,077 shares of the common stock of HCA Holdings, Inc. Hercules is held by a private investor group, including 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. On September 23, 2016, Hercules Holding II, LLC, a Delaware limited liability company, was converted into Hercules Holding II, a Delaware general partnership.

(2) The Reporting Person is the trustee of (i) Thomas F. Frist GST Tax Exempt Trust, (ii) Patricia Champion Frist 2013 Grantor Retained Annuity Trust No. 3 and (iii) Patricia Champion Frist 2015 Grantor Retained Annuity Trust 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.

(3) The Reporting Person directly owns 72,561.6299 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 ownership in Hercules. The Reporting Person may also be deemed to have indirect beneficial ownership in respect of 204,968.4898 units of Hercules, through an indirect pecuniary interest in such units held by his wife, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(4) The Reporting Person's wife is the trustee of (i) Frist Children's Trust, (ii) Frist Children's Trust II and (iii) Patricia Champion Frist 2016 Grantor Retained Annuity Trust, and the Reporting Person may therefore 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.

(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.