

HCA INC/TN
Form SC TO-I
October 13, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER
SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

HCA INC.

(Name of Subject Company (Issuer))

HCA INC.

(Names of Filing Person (Offeror))

Common Stock, par value \$.01 per share

(Title of Class of Securities)

404119109

(CUSIP Number of Class of Securities)

John M. Franck II

Vice President and Corporate Secretary
HCA Inc.
One Park Plaza
Nashville, Tennessee 37203
(615) 344-9551

*(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)*

Copies to:

James H. Cheek, III
J. Allen Overby
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238
(615) 742-6200

Morton A. Pierce
Jack S. Bodner
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee**

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\$2,501,000,000

\$316,876.70

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 61,000,000 shares of the outstanding common stock, par value \$0.01 per share, at a price per share of \$41.00 in cash.

** The amount of the filing fee equals \$126.70 per \$1 million of the transaction value and is estimated in accordance with Rule 0-11 under the Securities Exchange Act of 1934.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Tender Offer Statement on Schedule TO (Schedule TO) is being filed by HCA Inc., a Delaware corporation (HCA or the Company), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the Exchange Act), in connection with its offer to purchase for cash up to 61,000,000 shares of its Common Stock, par value \$0.01 per share (the Common Stock), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 13, 2004 (the Offer to Purchase), and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(I)(A) and (a)(I)(B), respectively (which, together with any supplements or amendments thereto, collectively constitute the Offer).

The information in the Offer, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference with respect to Items 1-11 of this Schedule TO, and as set forth below.

Item 1. Summary Term Sheet.

The information set forth in the Offer to Purchase in the section titled Summary Term Sheet is incorporated herein by reference.

Item 2. Subject Company Information.

- (a) The name of the issuer is HCA Inc. The address of HCA's principal executive offices is One Park Plaza, Nashville, Tennessee 37203. HCA's telephone number is (615) 344-9551.
- (b) The information set forth in the Offer to Purchase in the sections titled Introduction and Interests of Directors And Executive Officers; Transactions And Arrangements Concerning The Shares is incorporated herein by reference.
- (c) The information set forth in the Offer to Purchase in the section titled Price Range Of Shares; Dividends is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

- (a) The name of the filing person is HCA Inc. HCA is the subject company. The address of HCA's principal executive offices is One Park Plaza, Nashville, Tennessee 37203. HCA's telephone number is (615) 344-9551.

Pursuant to Instruction C to Schedule TO, the following persons are the directors and/or executive officers of HCA:

| Name | Position |
|-----------------------------|---|
| Jack O. Bovender, Jr. | Chairman of the Board and Chief Executive Officer |
| C. Michael Armstrong | Director |
| Magdalena H. Averhoff, M.D. | Director |
| Richard M. Bracken | President, Chief Operating Officer and Director |
| Martin Feldstein | Director |
| Thomas F. Frist, Jr., M.D. | Director |
| Frederick W. Gluck | Director |
| Glenda A. Hatchett | Director |
| Charles O. Holliday, Jr. | Director |
| T. Michael Long | Director |
| John H. McArthur | Director |
| Kent C. Nelson | Director |
| Frank S. Royal, M.D. | Director |
| Harold T. Shapiro | Director |

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| Name | Position |
|--------------------------|---|
| David G. Anderson | Senior Vice President Finance and Treasurer |
| Victor L. Campbell | Senior Vice President |
| Rosalyn S. Elton | Senior Vice President Operations Finance |
| Charles R. Evans | President Eastern Group |
| James A. Fitzgerald, Jr. | Senior Vice President Supply Chain Operations |
| V. Carl George | Senior Vice President Development |
| R. Samuel Hankins, Jr. | Chief Financial Officer Outpatient Services Group |
| Samuel N. Hazen | President Western Group |
| Frank M. Houser, M.D. | Senior Vice President Quality and Medical Director |
| R. Milton Johnson | Executive Vice President and Chief Financial Officer |
| Patricia T. Lindler | Senior Vice President Government Programs |
| A. Bruce Moore, Jr. | Senior Vice President and Chief Operating Officer Outpatient Services |
| William B. Rutherford | Chief Financial Officer Eastern Group |
| Richard J. Shallcross | Chief Financial Officer Western Group |
| Joseph N. Steakley | Senior Vice President Internal Audit & Consulting Services |
| John M. Steele | Senior Vice President Human Resources |
| Marilyn B. Tavenner | President Outpatient Services Group |
| Beverly B. Wallace | President Financial Services Group |
| Robert A. Waterman | Senior Vice President and General Counsel |
| Noel Brown Williams | Senior Vice President and Chief Information Officer |
| Alan R. Yuspeh | Senior Vice President Ethics, Compliance and Corporate Responsibility |

The business address and telephone number of each of the above directors and executive officers is c/o HCA Inc., One Park Plaza, Nashville, Tennessee 37203 and (615) 344-9551.

ITEM 4. Terms of the Transaction.

- (a)(1)(i) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms Of The Offer, and Purchase Of Shares And Payment Of Purchase Price is incorporated herein by reference.
- (a)(1)(ii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms Of The Offer and The Offer-Source And Amount Of Funds is incorporated herein by reference.
- (a)(1)(iii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms Of The Offer and The Offer Extension Of The Offer; Termination; Amendment is incorporated herein by reference.
- (a)(1)(iv) Not applicable.
- (a)(1)(v) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Extension Of The Offer; Termination; Amendment is incorporated herein by reference.

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- (a)(1)(vi) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Withdrawal Rights is incorporated herein by reference.
- (a)(1)(vii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, The Offer Procedures For Tendering Shares and The Offer Withdrawal Rights is incorporated herein by reference.
- (a)(1)(viii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Purchase Of Shares And Payment Of Purchase Price is incorporated herein by reference.
- (a)(1)(ix) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, and The Offer Purchase Of Shares And Payment Of Purchase Price is incorporated herein by reference.
- (a)(1)(x) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Purpose Of The Offer; Certain Effects Of The Offer is incorporated herein by reference.
- (a)(1)(xi) Not applicable.
- (a)(1)(xii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, The Offer Procedures For Tendering Shares, and The Offer Certain U.S. Federal Income Tax Consequences is incorporated herein by reference.
- (a)(2)(i-vii) Not applicable.
- (b) The information set forth in the Offer to Purchase in the section titled The Offer Interests Of Directors And Executive Officers; Transactions And Arrangements Concerning The Shares is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

- (e) The information set forth in the Offer to Purchase in the sections titled The Offer Interests Of Directors And Executive Officers; Transactions And Arrangements Concerning The Shares is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

- (a) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Purpose Of The Offer; Certain Effects Of The Offer is incorporated herein by reference.
- (b) The information set forth in the Offer to Purchase in the section titled The Offer Purpose Of The Offer; Certain Effects Of The Offer is incorporated herein by reference.
- (c)(1-10) The information set forth in the Offer to Purchase in the sections titled Introduction, The Offer Purpose Of The Offer; Certain Effects Of The Offer and The Offer Sources And Amount Of Funds is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration.

- (a) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Source And Amount Of Funds is incorporated herein by reference.
 - (b) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Source And Amount Of Funds is incorporated herein by reference.
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- (d) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Source And Amount Of Funds is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company.

- (a) The information set forth in the Offer to Purchase in the section titled The Offer Interests Of Directors And Executive Officers; Transactions And Arrangements Concerning The Shares is incorporated herein by reference.
- (b) The information set forth in the Offer to Purchase in the section titled The Offer Interests Of Directors And Executive Officers; Transactions And Arrangements Concerning The Shares is incorporated herein by reference.

Item 9. Persons/Assets, Retained, Employed, Compensated or Used.

- (a) The information set forth in the Offer to Purchase in the section titled The Offer Fees And Expenses is incorporated herein by reference.

Item 10. Financial Statements.

- (a) The information set forth in the Offer to Purchase in the section titled The Offer Certain Financial Information is incorporated herein by reference.
- (b) The information set forth in the Offer to Purchase in the section titled The Offer Certain Financial Information is incorporated herein by reference.

Item 11. Additional Information

- (a)(1) The information set forth in the Offer to Purchase in the section titled The Offer Interests Of Directors And Executive Officers; Transactions And Arrangements Concerning The Shares is incorporated herein by reference.
- (a)(2) The information set forth in the Offer to Purchase in the section titled The Offer Certain Legal Matters; Regulatory Approvals is incorporated herein by reference.
- (a)(3) The information set forth in the Offer to Purchase in the section titled The Offer Certain Legal Matters; Regulatory Approvals is incorporated herein by reference.
- (a)(4) The information set forth in the Offer to Purchase in the section titled The Offer Purpose Of The Offer; Certain Effects Of The Offer is incorporated herein by reference.
- (a)(5) None.
- (b) The information set forth in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed as Exhibits (a)(I)(A) and (a)(I)(B) hereto, respectively, is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1)(A) Offer to Purchase, dated October 13, 2004.
- (a)(1)(B) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
- (a)(1)(C) Notice of Guaranteed Delivery.
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

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(a)(1)(E)

Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

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- (a)(1)(F) Form of Letter to Participants in the Amended and Restated HCA Employee Stock Purchase Plan.
 - (a)(1)(G) Form of Letter to Participants in the HCA 401(k) Plan.
 - (a)(2) None.
 - (a)(3) Not applicable.
 - (a)(4) Not applicable.
 - (a)(5)(A) Press Release dated October 13, 2004, announcing the Offer.
 - (a)(5)(B) Press Release dated October 13, 2004, announcing HCA's preliminary third quarter results.
 - (a)(5)(C) Form of Summary Advertisement.
 - (a)(5)(D) Letter to Shareholders.
 - (b)(1) \$2.25 Billion Senior Credit Facilities Commitment Letter, dated October 12, 2004, by and among the Company, J.P. Morgan Securities Inc. and JPMorgan Chase Bank.
 - (b)(2) \$1.5 Billion Senior Credit Facility Commitment Letter, dated October 12, 2004, by and among the Company, J.P. Morgan Securities Inc., Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Arrangers, JPMorgan Chase Bank and Merrill Lynch Capital Corporation as Agents.
 - (b)(3) \$2.5 Billion Credit Agreement, dated April 30, 2001, among the Company, The Several Banks and Other Financial Institutions (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001, and incorporated herein by reference).
 - (b)(4) First Amendment to the April 2001 \$2.5 Billion Credit Agreement dated as of October 14, 2003 (filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, and incorporated herein by reference).
 - (d)(1) Columbia Hospital Corporation Stock Option Plan (filed as Exhibit 10.13 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1990, and incorporated herein by reference).
 - (d)(2) Amended and Restated Columbia/HCA Healthcare Corporation 1992 Stock and Incentive Plan (filed as Exhibit 10.7(b) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998, and incorporated herein by reference).
 - (d)(3) First Amendment to Amended and Restated Columbia/HCA Healthcare Corporation 1992 Stock and Incentive Plan (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999, and incorporated herein by reference).
 - (d)(4) Columbia Hospital Corporation Outside Directors Nonqualified Stock Option Plan (filed as Exhibit 28.1 to the Company's Registration Statement on Form S-8 (File No. 33-55272), and incorporated herein by reference).
 - (d)(5) HCA-Hospital Corporation of America 1989 Nonqualified Stock Option Plan, as amended through December 16, 1991 (filed as Exhibit 10 (g) to HCA-Hospital Corporation of America's Registration Statement on Form S-1 (File No. 33-44906), and incorporated herein by reference).
 - (d)(6) HCA-Hospital Corporation of America Nonqualified Initial Option Plan (filed as Exhibit 4.6 to the Company's Registration Statement on Form S-3 (File No. 33-52379), and incorporated herein by reference).
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- (d)(7) Form of Galen Health Care, Inc. 1993 Adjustment Plan (filed as Exhibit 4.15 to the Company's Registration Statement on Form S-8 (File No. 33-50147), and incorporated herein by reference).
- (d)(8) HCA-Hospital Corporation of America 1992 Stock Compensation Plan (filed as Exhibit 10 (t) to HCA-Hospital Corporation of America's Registration Statement on Form S-1 (File No. 33-44906), and incorporated herein by reference).
- (d)(9) Columbia/HCA Healthcare Corporation Outside Directors Stock and Incentive Compensation Plan, as amended and restated (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999, and incorporated herein by reference).
- (d)(10) First Amendment to the Columbia/HCA Healthcare Corporation Outside Directors Stock and Incentive Compensation Plan, as amended and restated September 23, 1999, dated as of May 25, 2000 (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, and incorporated herein by reference).
- (d)(11) HCA Inc. Amended and Restated Management Stock Purchase Plan (filed as Exhibit C to the Company's Proxy Statement for the Annual Meeting of Stockholders on May 27, 2004, and incorporated herein by reference).
- (d)(12) Amended and Restated HCA Employee Stock Purchase Plan.
- (d)(13) HCA Directors' 2004 Compensation/Fees Policy adopted July 24, 2003 (filed as Exhibit 10.24 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, and incorporated herein by reference).
- (d)(14) Columbia/HCA Healthcare Corporation 2000 Equity Incentive Plan (filed as Exhibit A to the Company's Proxy Statement for the Annual Meeting of Shareholders on May 25, 2000, and incorporated herein by reference).
- (d)(15) HCA Inc. 2003 Performance Equity Incentive Program (filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, and incorporated herein by reference).
- (d)(16) HCA Inc. 2004 Performance Excellence Program (filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004, and incorporated herein by reference).
- (d)(17) Registration Rights Agreement, dated as of March 16, 1989, by and among HCA-Hospital Corporation of America and the persons listed on the signature pages thereto (filed as Exhibit (g)(24) to Amendment No. 3 to the Schedule 13E-3 filed by HCA-Hospital Corporation of America, Hospital Corporation of America and The HCA Profit Sharing Plan on March 22, 1989, and incorporated herein by reference).
- (d)(18) Registration Rights Agreement, dated as of June 28, 2001, between the Company and Canadian Investments LLC, a Delaware limited liability Company (filed as Exhibit 10.2 to the Company's Registration Statement on Form S-3 (File No. 333-67040), and incorporated herein by reference).
- (g) Not applicable.
- (h) Not applicable.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HCA INC.

By: /s/ R. MILTON JOHNSON

Name: R. Milton Johnson
Title: Executive Vice President and Chief
Financial Officer

Dated: October 13, 2004

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|---|
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| (d)(8) | HCA-Hospital Corporation of America 1992 Stock Compensation Plan (filed as Exhibit 10(t) to HCA-Hospital Corporation of America's Registration Statement on Form S-1 (File No. 33-44906), and incorporated herein by reference). |
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