

HCA Holdings, Inc.
Form 4
November 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
BAIN CAPITAL INVESTORS LLC

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)
JOHN HANCOCK TOWER, 200
CLARENDON STREET

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2013

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

(Street)
BOSTON, MA 02116

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

(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, Par Value \$0.01 | 11/01/2013 | | S | | 14,580,887 | D | \$ 46.92 (1) |
| | | | | | | | 35,331,374 |
| | | | | | | | I |
| | | | | | | | See Footnotes (3) (4) (5) (6) (7) |
| Common Stock, Par Value \$0.01 | 11/01/2013 | | S | | 5,328,218 | D | \$ 46.92 (2) |
| | | | | | | | 30,003,156 |
| | | | | | | | I |
| | | | | | | | See Footnotes (3) (4) (5) (6) (7) |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Owned Following Reporting Transaction (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 |
| BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Integral Investors, LLC C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP TCV, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Hercules Investors, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |

Signatures

/s/ Christopher
Gordon 11/05/2013

**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) Represents shares of Common Stock of HCA sold in an underwritten secondary offering (the "Offering").

(2) Represents share of Common Stock of HCA repurchased (the "Repurchase") by HCA Holdings, Inc.

The shares of HCA Holdings, Inc. ("HCA") reported on this Form 4 are held of record by Hercules Holding II, LLC ("Hercules II").

(3) Hercules II is held by a private investor group, including affiliates of Bain Capital Investors, LLC ("BCI"), Kohlberg Kravis & Roberts & Co. LLC and Merrill Lynch Global Private Equity, and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Affiliates of BCI indirectly own 30,003,156 shares of Common Stock of HCA.

BCI is the administrative member Bain Capital Integral Investors 2006, LLC ("Integral 2006"). On November 1, 2013, Integral 2006 sold 13,520,432 shares of Common Stock of HCA in the Offering and 4,951,529 shares of Common Stock of HCA in the Repurchase.

(4) Following such sales, Integral 2006 held 27,882,022 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 27,882,022 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). On November 1, 2013, BCIP TCV sold 100,544 shares of Common Stock of HCA in the Offering and 35,715 shares of Common Stock of HCA in the Repurchase. Following such sales, BCIP

(5) TCV owned 201,109 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 201,109 shares of Common Stock of HCA indirectly owned by BCIP TCV by virtue of its membership in Hercules II. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

BCI is the administrative member of Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"). On November 1, 2013, Hercules Investors sold 959,911 share of Common Stock of HCA in the Offering and 1,920,024 shares of Common Stock of HCA in the Repurchase. Following such sales, Hercules Investors held 1,920,024 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 340,974 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

As a result of the relationships described in the foregoing footnotes, the Bain Entities may be deemed to share voting and dispositive

(7) power with respect to the 128,918,383 shares of Common Stock of HCA held by Hercules II. Each of the Bain Entities disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

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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