

HCA Holdings, Inc.  
Form 3  
July 28, 2016

**FORM 3**

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

OMB APPROVAL

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

**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 \*

Â Torres Kathryn A.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/18/2016

3. Issuer Name **and** Ticker or Trading Symbol  
HCA Holdings, Inc. [HCA]

4. Relationship of Reporting  
Person(s) to Issuer

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

ONE PARK PLAZA

(Street)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

SVP- Employer&Payer  
Engagement

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

NASHVILLE,Â TNÂ 37203

(City)

(State)

(Zip)

**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)

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

SEC 1473 (7-02)

**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.**

**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)

Date  
Exercisable

Expiration  
Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

(Instr. 5)

Stock Appreciation Right	Â <u>(1)</u>	02/08/2022	Common Stock	4,300	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(2)</u>	02/08/2022	Common Stock	4,300	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(3)</u>	02/06/2023	Common Stock	4,686	\$ 37.18	D	Â
Stock Appreciation Right	Â <u>(4)</u>	02/06/2023	Common Stock	6,250	\$ 37.18	D	Â
Stock Appreciation Right	Â <u>(5)</u>	02/05/2024	Common Stock	2,500	\$ 47.97	D	Â
Stock Appreciation Right	Â <u>(6)</u>	02/05/2024	Common Stock	5,000	\$ 47.97	D	Â
Stock Appreciation Right	Â <u>(7)</u>	02/04/2025	Common Stock	7,000	\$ 68.96	D	Â
Stock Appreciation Right	Â <u>(8)</u>	01/29/2026	Common Stock	5,170	\$ 69.58	D	Â
Restricted Stock Units	02/06/2017	02/06/2023	Common Stock	514	\$ <u>(9)</u>	D	Â
Restricted Stock Units	Â <u>(10)</u>	02/05/2024	Common Stock	876	\$ <u>(9)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torres Kathryn A. ONE PARK PLAZA NASHVILLE, TN 37203	Â	Â	Â SVP- Employer&Payer Engagement	Â

## Signatures

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

07/28/2016

\_\_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) The option vested at the end of fiscal years 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.

(2) The stock appreciation rights vested in two equal annual installments beginning on February 8, 2015.

(3) On February 6, 2013, the reporting person was granted 6,250 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 4,686 stock appreciation rights.

### Edgar Filing: HCA Holdings, Inc. - Form 3

- (4) The stock appreciation rights vest in four equal annual installments beginning on February 6, 2014.

On February 5, 2014, the reporting person was granted 5,000 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 2,500 stock appreciation rights.

- (6) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.

- (7) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.

- (8) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.

- (9) Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.

- (10) 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.