

HCA Holdings, Inc.  
Form 8-K  
April 20, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 20, 2015 (April 18, 2015)**

**HCA HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-11239**  
**(Commission**

**File Number)**

**27-3865930**  
**(IRS Employer**

**Identification No.)**

**One Park Plaza, Nashville, Tennessee**  
**(Address of principal executive offices)**

**37203**  
**(Zip Code)**

**Registrant's telephone number, including area code: (615) 344-9551**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On April 18, 2015, HCA Holdings, Inc. (the Company ) entered into an agreement (the Share Repurchase Agreement ) to repurchase 3,806,460 shares of its common stock beneficially owned by affiliates of Bain Capital Investors, LLC ( the Bain Entities ) and certain charitable organizations that received shares of common stock as charitable contributions from certain partners and other employees of the Bain Entities (the Shares ) at a purchase price of \$77.26 per share, the closing price of the Company s common stock on the New York Stock Exchange on April 17, 2015, less a discount of 1% (the Share Repurchase ). The Share Repurchase was made in connection with the distribution to the Bain Entities of all of their remaining shares of the Company from Hercules Holding II, LLC. The Share Repurchase was made pursuant to the Company s existing \$1.0 billion repurchase program adopted by the Company s board of directors in February 2015. After giving effect to the Share Repurchase, a total of approximately \$745 million of share repurchases will have been effectuated under the program.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HCA HOLDINGS, INC.

By: /s/ John M. Franck II  
John M. Franck II  
Vice President    Legal and Corporate  
Secretary

Date: April 20, 2015