

HCA Holdings, Inc.
Form 4
December 18, 2012

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 *
KKR PEI Investments, L.P.

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. Date of Earliest Transaction (Month/Day/Year)
12/14/2012

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

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

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

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

NEW YORK, NY 10019

(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 per share	12/14/2012		S		6,091,208 <u>(1)</u>	D	\$ 33 <u>(1)</u>	29,573,387.1 <u>(1)</u>	I	Held though Hercules Holding II, LLC and KKR Millennium Fund L.P. <u>(2)</u> <u>(3)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	12/14/2012		S		5,652,001 <u>(1)</u>	D	\$ 33 <u>(1)</u>	27,440,990.2 <u>(1)</u>	I	Held though Hercules Holding II, LLC and KKR

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share									2006 Fund L.P. <u>(2)</u> <u>(4)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	12/14/2012	S	2,583,231 <u>(1)</u>	D	\$ 33 <u>(1)</u>	12,541,824.9 <u>(1)</u>	I		Held though Hercules Holding II, LLC and KKR PEI investments, L.P. <u>(2)</u> <u>(5)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	12/14/2012	S	208,896 <u>(1)</u>	D	\$ 33 <u>(1)</u>	1,014,208.6 <u>(1)</u>	I		Held though Hercules Holding II, LLC and KKR Partners III, L.P. <u>(2)</u> <u>(6)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	12/14/2012	S	128,236 <u>(1)</u>	D	\$ 33 <u>(1)</u>	622,595.4 <u>(1)</u>	I		Held though Hercules Holding II, LLC and OPERF Co-Investment LLC <u>(2)</u> <u>(7)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	12/14/2012	S	622,669 <u>(1)</u>	D	\$ 33 <u>(1)</u>	3,023,115.4 <u>(1)</u>	I		Held though Hercules Holding II, LLC and 8 North America Investor, L.P. <u>(2)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>

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

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SEC 1474
(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	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR PEI Investments, L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR PEI Associates, L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR PEI GP LTD C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
8 North America Investor L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Associates 8 NA L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR 8 NA Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

KKR Management LLC
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

X

Signatures

/s/ Richard J. Kreider, KKR PEI Investments, L.P.(12)	12/18/2012
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR PEI Associates, L.P.(13)	12/18/2012
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR PEI GP Limited(14)	12/18/2012
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, 8 North America Investor L.P.(15)	12/18/2012
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Associates 8 NA L.P.(16)	12/18/2012
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR 8 NA Limited(17)	12/18/2012
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Fund Holdings GP Limited(18)	12/18/2012
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR & Co. L.P.(19)	12/18/2012
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, KKR Management LLC(20)	12/18/2012
__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) In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.01 per share (the "Common Stock"), of HCA Holdings, Inc. (the "Company") by certain selling shareholders to Morgan Stanley & Co. LLC pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated December 10, 2012, Hercules Holding II, LLC, as a selling shareholder, sold 31,746,822 shares of Common Stock of the Company at \$33.00 per share. The Secondary Offering closed on December 14, 2012.
- (2) Following the sale of shares of Common Stock reported herein, Hercules Holding II, LLC directly holds 231,892,365 shares of Common Stock, including all of the shares of Common Stock reported herein. The membership interests of Hercules Holding II, LLC are held by a private investor group, including affiliates of Bain Capital Partners, LLC, Kohlberg Kravis Roberts & Co. L.P. and Company founder Dr. Thomas F. Frist, Jr.
- (3) KKR Millennium Fund may be deemed to indirectly beneficially own all of these shares by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of the KKR Millennium Fund is KKR Associates Millennium L.P., and KKR Millennium GP LLC is the sole general partner of KKR Associates Millennium L.P. The designated member of KKR Millennium GP LLC is KKR Fund Holdings L.P.
- (4) KKR 2006 Fund L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of the KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is

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KKR Fund Holdings L.P.

- (5) KKR PEI Investments, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of KKR PEI Investments, L.P. is KKR PEI Associates, L.P., and the sole general partner of KKR PEI Associates, L.P. is KKR PEI GP Limited. The sole shareholder of KKR PEI GP Limited is KKR Fund Holdings L.P.
- (6) KKR Partners III, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of KKR Partners III, L.P. is KKR III GP LLC. The managers of KKR III GP LLC are Messrs. Henry R. Kravis and George R. Roberts.
- (7) OPERF Co-Investment may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general manager of OPERF Co-Investment is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.
- (8) 8 North America Investor L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Hercules Holdings II, LLC. The sole general partner of 8 North America Investor L.P. is KKR Associates 8 NA L.P., and the sole general partner of KKR Associates 8 NA L.P. is KKR 8 NA Limited. The sole shareholder of KKR 8 NA Limited is KKR Fund Holdings L.P.
- (9) The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The sole general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Henry R. Kravis and George R. Roberts.
- (10) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (11) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR Millennium Fund L.P., KKR Associates Millennium L.P., KKR Millennium GP LLC, KKR 2006 Fund L.P., KKR Associates 2006 L.P., KKR 2006 GP LLC, OPERF Co-Investment LLC, KKR Partners III, L.P., KKR III GP LLC, KKR Fund Holdings L.P., KKR Group Holdings L.P., KKR Group Limited and Messrs. Henry R. Kravis and George R. Roberts have made a separate Form 4 filing.

Remarks:

(12) Mr. Kreider is signing in his capacity as attorney-in-fact for KKR PEI Investments, L.P. (13) Mr. Kreider is signing in his

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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