

Hilton Worldwide Holdings Inc.  
Form S-1MEF  
December 11, 2013

As filed with the Securities and Exchange Commission on December 11, 2013.

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Hilton Worldwide Holdings Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**7011**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**7930 Jones Branch Drive, Suite 1100**

**27-4384691**  
**(I.R.S. Employer**  
**Identification No.)**

McLean, VA 22102

Telephone: (703) 883-1000

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Christopher J. Nassetta**

**President and Chief Executive Officer**

**Hilton Worldwide Holdings Inc.**

**7930 Jones Branch Drive, Suite 1100**

**McLean, VA 22102**

**Telephone: (703) 883-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

<b>Joshua Ford Bonnie</b>	<b>Kristin A. Campbell</b>	<b>Kevin J. Jacobs</b>	<b>Michael P. Kaplan</b>
<b>Edgar J. Lewandowski</b>	<b>Executive Vice President and</b>	<b>Executive Vice President and</b>	<b>John B. Meade</b>
<b>Rampson Thacher &amp; Bartlett LLP</b>	<b>General Counsel</b>	<b>Chief Financial Officer</b>	<b>Davis Polk &amp; Wardwell LLP</b>
<b>425 Lexington Avenue</b>	<b>Hilton Worldwide Holdings Inc.</b>	<b>Hilton Worldwide Holdings Inc.</b>	<b>450 Lexington Avenue</b>
<b>New York, NY 10017</b>	<b>7930 Jones Branch Drive,</b>	<b>7930 Jones Branch Drive,</b>	<b>New York, NY 10017</b>
<b>Telephone: (212) 455-2000</b>	<b>Suite 1100</b>	<b>Suite 1100</b>	<b>Telephone: (212) 450-4111</b>
<b>Facsimile: (212) 455-2502</b>	<b>McLean, VA 22102</b>	<b>McLean, VA 22102</b>	<b>Facsimile: (212) 701-5111</b>
	<b>Telephone: (703) 883-1000</b>	<b>Telephone: (703) 883-1000</b>	

Approximate date of commencement of the proposed sale of the securities to the public: **As soon as practicable after the Registration Statement is declared effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-191110

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered(1)	Offering Price Per Share	Proposed Maximum	Proposed Maximum
			Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	5,543,129	\$20.00(2)	\$110,862,580	\$14,280

(1) Includes shares subject to the underwriters' option to purchase additional shares.

(2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(a) of the Securities Act of 1933.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**



**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the Commission ) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Hilton Worldwide Holdings Inc. (the Registrant ). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant 's Registration Statement on Form S-1 (File No. 333-191110), as amended, which was declared effective by the Commission on December 11, 2013.

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Simpson Thacher & Bartlett LLP (filed as Exhibit 5.1 to the Registration Statement on Form S-1 filed by the Registrant on December 2, 2013 (File No. 333-191110) and incorporated herein by reference)
23.1	Consent of Ernst & Young LLP
23.2	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to the Registration Statement on Form S-1 filed by the Registrant on September 12, 2013 (File No. 333-191110) and on the signature page to the Registration Statement on Form S-1 filed by the Registrant on October 18, 2013 (File No. 333-191110) and incorporated herein by reference).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in McLean, Virginia, on the 11th day of December, 2013.

HILTON WORLDWIDE HOLDINGS INC.

By: /s/ Christopher J. Nassetta  
Name: Christopher J. Nassetta  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 11th day of December, 2013.

<b>Signature</b>	<b>Title</b>
/s/ Christopher J. Nassetta Christopher J. Nassetta	President and Chief Executive Officer  (principal executive officer)
* Jonathan D. Gray	Chairman of the Board of Directors
* Michael S. Chae	Director
* Tyler S. Henritze	Director
* Judith A. McHale	Director
* John G. Schreiber	Director
* Douglas M. Steenland	Director
* William J. Stein	Director
/s/ Kevin J. Jacobs Kevin J. Jacobs	Executive Vice President and Chief Financial Officer  (principal financial officer)
/s/ Paula A. Kuykendall Paula A. Kuykendall	Senior Vice President and Chief Accounting Officer  (principal accounting officer)

\*By: /s/ Christopher J. Nassetta

Name: Christopher J. Nassetta

Title: Attorney-in-Fact