

HCA Holdings, Inc.  
Form 8-K  
May 23, 2014

**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): May 23, 2014 (May 19, 2014)**

**HCA HOLDINGS, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-11239**  
**(Commission File Number)**  
  
**One Park Plaza, Nashville,**

**27-3865930**  
**(I.R.S. Employer**  
  
**Identification No.)**  
**37203**

**Tennessee**

**(Address of Principal Executive  
Offices)**

**(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. below):

- .. 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 1.01. Entry into a Material Definitive Agreement.**

**Underwriting Agreement**

On May 19, 2014, HCA Holdings, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) by and among the Company, Citigroup Global Markets Inc. (the Underwriter ) and the selling shareholders listed on Schedule A thereto (the Selling Shareholders ), relating to the underwritten offering of 15,000,000 shares (the Shares ) of the Company's common stock, par value \$0.01 per share, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-175791), filed on December 10, 2012, as supplemented by the prospectus supplement dated May 19, 2014. All of the Shares are being sold by the Selling Shareholders. Pursuant to the Underwriting Agreement, the Underwriter purchased the Shares at a price of \$51.53 per share in a transaction that was completed on May 23, 2014.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of May 19, 2014, among HCA Holdings, Inc., the Selling Shareholders named on Schedule A thereto, and Citigroup Global Markets Inc., as Underwriter
5.1	Opinion of Simpson Thacher & Bartlett LLP
23.1	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1)

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.

(Registrant)

By: /s/ William B. Rutherford

William B. Rutherford

Executive Vice President and Chief

Financial Officer

Date: May 23, 2014

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of May 19, 2014, among HCA Holdings, Inc., the Selling Shareholders named on Schedule A thereto, and Citigroup Global Markets Inc., as Underwriter
5.1	Opinion of Simpson Thacher & Bartlett LLP
23.1	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1)