HCA Holdings, Inc. Form 5

February 14, 2014

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

2005

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

Expires:

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer FRIST THOMAS F III Symbol HCA Holdings, Inc. [HCA] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director _X__ 10% Owner Officer (give title Other (specify 12/31/2013 below) below) 3100 WEST END AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

NASHVILLE, ÂTNÂ 37203

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 7. Nature of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of (A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Transaction Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Owned Form: Beneficial (Month/Day/Year) (Instr. 8) at end of Issuer's Direct (D) Ownership Fiscal Year or Indirect (Instr. 4) (A) (Instr. 3 and 4) (I) or (Instr. 4) (D) Price Amount Held Common indirectly Stock, par through Â value 02/25/2013 G 323.529 A \$0 333,025.54 I Hercules \$0.01 per Holding share II, LLC (1) (2) Â G Common 11/25/2013 Ι Held 250,170 A \$0 250,170 Stock, par indirectly value through Hercules \$0.01 per

share									Holding II, LLC by Thomas F. Frist III 2013 Annuity Trust I (1) (2)
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	9,496.54	I	Held indirectly through Hercules Holding II, LLC by Julie D. Frist (1)
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	251,424.0497	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2010 GRAT (1) (4)
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	28,489.62	I	Held indirectly through Hercules Holding II, LLC by Trusts for Children (1) (5)
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	36,629,163.8593	I	Held indirectly through Hercules Holding II, LLC by Frisco, Inc. (1) (6)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	/. Titl	e and	8. Price of
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
		Derivative				Securities			(Instr.	3 and 4)	
		Security				Acquired					
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
										or	
							Date	Expiration	Title	Number	
							Exercisable Date	Date	Title	of	
					(A) (D)				Shares		
						(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
FRIST THOMAS F III 3100 WEST END AVENUE NASHVILLE, TN 37203	ÂX	ÂX	Â	Â		

Signatures

/s/ Natalie Harrison Cline, Attorney-in-Fact

02/14/2014

**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).

Hercules Holding II, LLC ("Hercules") holds 128,918,383 shares of the common stock of HCA Holdings, Inc. Hercules has issued one unit per share of HCA Holdings, Inc. that it owns directly. Hercules is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA

Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

The Reporting Person received gifts of 161,764 and 161,765 units of Hercules on February 25, 2013. The Reporting Person received gifts of 172,558 and 77,612 units of Hercules on November 25, 2013, which were subsequently transferred to the Thomas F. Frist III 2013

(2) Annuity Trust I, of which he serves as trustee. Following receipt of these gifts, the Reporting Person directly owns 333,025.54 units of Hercules and may be deemed the beneficial owner of the 250,170 units of Hercules held by the Thomas F. Frist III 2013 Annuity Trust I, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(3)

Reporting Owners 3

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The Reporting Person may be deemed to have an indirect beneficial ownership in respect of 9,496.54 units of Hercules through an indirect pecuniary interest in such units held by his wife and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

- The Reporting Person is the trustee of Thomas F. Frist III 2010 Grantor Retained Annuity Trust and may be deemed to be the beneficial owner of the 251,424.0497 units of Hercules held by such trust, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.
- The Reporting Person may be deemed to be the beneficial owner of the aggregate 28,489.62 units of Hercules held by certain trusts for (5) the benefit of his children, each of which his sister serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.
- The Reporting Person may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of HCA Holdings, Inc. beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc. Frisco, Inc. has beneficial ownership of 36,629,163.8593 units of Hercules, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.