

Hilton Worldwide Holdings Inc.
Form 3
July 31, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>HLT A23 Holdco LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10154</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/29/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Hilton Worldwide Holdings Inc. [HLT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	117,458 ⁽¹⁾	D ^{(2) (4) (5)} <u>(6) (7) (8)</u>	^
Common Stock	19,604,774 ⁽¹⁾	D ^{(3) (4) (5)} <u>(6) (7) (8)</u>	^

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
			Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HLT A23 Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
HLT A23 BREH VI Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^

Signatures

HLT A23 BREH VI HOLDCO LLC, By: Blackstone Real Estate Holdings VI L.P., its sole member, By: BREP VI Side-by-Side GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/31/2014

**Signature of Reporting Person

Date

HLT A23 HOLDCO LLC, By: /s/ John G. Finley, Name: John G. Finley, Title: Authorized Person 07/31/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Pursuant to a reorganization (the "Reorganization"), 117,458 shares of Common Stock, par value \$0.01 per share ("Common Stock"), of Hilton Worldwide Holdings Inc. (the "Issuer") that were previously directly held by Blackstone A23 Holdings LLC were transferred to Blackstone Real Estate Holdings VI L.P. (the "BREH VI"), an indirect subsidiary of Blackstone Holdings III L.P., and BREH VI

(1) contributed such additional shares of Common Stock then held by it to a wholly-owned entity, HLT A23 BREH VI Holdco LLC. Also pursuant to the Reorganization, Blackstone A23 Holdings LLC contributed 19,604,774 additional shares of Common Stock then held by it to a wholly-owned entity, HLT A23 Holdco LLC. After the Reorganization, HLT A23 BREH VI Holdco LLC directly holds 117,458 shares of Common Stock and HLT A23 Holdco LLC directly holds 19,604,774 shares of Common Stock.

Reflects shares of Common Stock directly held by HLT A23 BREH VI Holdco LLC after the Reorganization. The sole member of HLT A23 BREH VI Holdco LLC is Blackstone Real Estate Holdings VI L.P. Such shares of Common Stock were previously indirectly

(2) beneficially owned by Blackstone Real Estate Holdings VI L.P. through its indirect interest in Blackstone A23 Holdings LLC. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.

(3) Reflects shares of Common Stock directly held by HLT A23 Holdco LLC after the Reorganization. The sole member of HLT A23 Holdco LLC is Blackstone A23 Holdings LLC.

(4)

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The managing members of Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.

(5) The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Steven A. Schwarzman.

(6) Each of Blackstone A23 Holdings LLC, Blackstone Real Estate Holdings VI L.P., BREP VI Side-by-Side GP L.L.C., Blackstone Real Estate Partners VI L.P., Blackstone Capital Partners V L.P., Blackstone Management Associates V L.L.C., BMA V L.L.C., Blackstone Real Estate Associates VI L.P. and BREA VI L.L.C. have filed a separate Form 4.

(7) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(8) Each of the Reporting Persons (other than the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities reported herein except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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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