

HCA Healthcare, Inc.
Form 8-K
August 13, 2018

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): August 13, 2018 (August 9, 2018)

HCA Healthcare, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-11239
(Commission

File Number)

27-3865930
(I.R.S. Employer

Identification No.)

One Park Plaza, Nashville,

Tennessee
(Address of Principal Executive
Offices)

37203
(Zip Code)

(615) 344-9551

(Registrant's Telephone Number, Including Area Code)

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On August 9, 2018, HCA Healthcare, Inc. (the Registrant or the Parent Guarantor) and HCA Inc., a wholly owned subsidiary of the Registrant (the Issuer) entered into an underwriting agreement (the Underwriting Agreement) with Goldman Sachs & Co. LLC, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, SMBC Nikko Securities America, Inc., SunTrust Robinson Humphrey, Inc., UBS Securities LLC and Wells Fargo Securities, LLC as representatives of the several underwriters named therein, for the issuance and sale by the Issuer of \$2,000,000,000 aggregate principal amount of senior unsecured notes (collectively, the Notes) in the following tranches:

\$1,000,000,000 aggregate principal amount of 5.375% Senior Notes due 2026; and

\$1,000,000,000 aggregate principal amount of 5.625% Senior Notes due 2028.

The Notes will be guaranteed on a senior unsecured basis by the Parent Guarantor and will be issued and sold pursuant to the Registrant's Registration Statement on Form S-3 (File No. 333-226709) and a related preliminary prospectus supplement dated August 9, 2018.

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.

On August 9, 2018, the Issuer provided notice of its election to redeem (the Redemption) all \$1,500,000,000 aggregate principal amount outstanding of its 3.75% Senior Secured Notes due 2019 (the Redeemed Notes). The Redeemed Notes will be redeemed on September 10, 2018 (the Redemption Date). The Issuer's obligation to complete the Redemption is conditioned upon the receipt prior to the Redemption Date by the Issuer of the net proceeds from the sale and issuance of the Notes pursuant to the Underwriting Agreement. This Current Report on Form 8-K does not constitute a notice of redemption of the Redeemed Notes.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

**Exhibit
No.**

Description

1.1	<u>Underwriting Agreement, dated as of August 9, 2018, among HCA Inc., HCA Healthcare, Inc. and Goldman Sachs & Co. LLC, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, SMBC Nikko Securities America, Inc., SunTrust Robinson Humphrey, Inc., UBS Securities LLC and Wells Fargo Securities, LLC as representatives of the other several underwriters named therein.</u>
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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 HEALTHCARE, INC. (Registrant)

By: /s/ J. William B. Morrow
J. William B. Morrow
Senior Vice President Finance and
Treasurer

Date: August 13, 2018