

HCA Holdings, Inc.
Form 5
February 16, 2016

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
FRIST THOMAS F JR

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3100 WEST END AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

NASHVILLE, TN 37203

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| Common Stock, par value \$0.01 per share | 02/25/2015 | Â | G | 625,674.3884 D \$ 0 0 | (A) or (D) Price | I | Held indirectly through Hercules Holding II, LLC by Thomas F. Frist, Jr. 2013 GRAT ⁽¹⁾ ₍₂₎ |

Edgar Filing: HCA Holdings, Inc. - Form 5

| | | | | | | | | | |
|------------------------------------------|------------|---|---|--------------|---|------|--------------|---|------------------------------------------------------------------------------------------------------------------------|
| Common Stock, par value \$0.01 per share | 02/25/2015 | Â | G | 213,824.8834 | D | \$ 0 | 0 | I | Held indirectly through Hercules Holding II, LLC by Patricia Champion Frist 2013 GRAT ⁽¹⁾ ₍₃₎ |
| Common Stock, par value \$0.01 per share | 05/26/2015 | Â | G | 317,076 | D | \$ 0 | 0 | I | Held indirectly through Hercules Holding II, LLC by Thomas F. Frist Jr. 2010 GRAT ⁽¹⁾ ₍₂₎ |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 72,561.6299 | I | Held indirectly through Hercules Holding II, LLC ⁽¹⁾ ₍₄₎ |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 204,968.4898 | I | Held indirectly through Hercules Holding II, LLC by Patricia C. Frist ⁽¹⁾ ₍₄₎ |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 72,589.0649 | I | Held indirectly through Hercules Holding II, LLC by Thomas F. Frist GST Tax Exempt Trust ⁽¹⁾ ₍₃₎ |
| | Â | Â | Â | Â | Â | Â | 340,217 | I | |

Edgar Filing: HCA Holdings, Inc. - Form 5

Common
Stock, par
value
\$0.01 per
share

Held
indirectly
through
Hercules
Holding II,
LLC by
Patricia
Champion
Frist 2013
GRAT No.
3 ⁽¹⁾ ⁽³⁾

Common
Stock, par
value
\$0.01 per
share

Â

Â

Â

Â

Â

Â

168,876

I

Held
indirectly
through
Hercules
Holding II,
LLC by
Patricia
Champion
Frist 2015
GRAT ⁽¹⁾
(3)

Common
Stock, par
value
\$0.01 per
share

Â

Â

Â

Â

Â

Â

387,659.7546

I

Held
indirectly
through
Hercules
Holding II,
LLC by
Frist
Children's
Trust ⁽¹⁾ ⁽²⁾

Common
Stock, par
value
\$0.01 per
share

Â

Â

Â

Â

Â

Â

6,657,331.3176

I

Held
indirectly
through
Hercules
Holding II,
LLC by
Frist
Children's
Trust II ⁽¹⁾
(2)

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,

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| (A) (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIST THOMAS F JR 3100 WEST END AVENUE NASHVILLE, TN 37203 | Â | Â X | Â | Â |

Signatures

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

02/16/2016

__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).
- (1) Hercules Holding II, LLC ("Hercules") holds 84,137,913 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 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 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.
- (2) The Reporting Person's wife is the trustee of (i) Frist Children's Trust, (ii) Frist Children's Trust II, (iii) Thomas F. Frist, Jr. 2013 Grantor Retained Annuity Trust and (iv) Thomas F. Frist, Jr. 2010 Grantor Retained Annuity Trust and the Reporting Person may therefore be deemed to be the beneficial owner of the units of Hercules held by these trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

Edgar Filing: HCA Holdings, Inc. - Form 5

(3) The Reporting Person is the trustee of (i) Thomas F. Frist GST Tax Exempt Trust, (ii) Patricia Champion Frist 2013 Grantor Retained Annuity Trust No. 3, (iii) Patricia Champion Frist 2015 Grantor Retained Annuity Trust and (iv) Patricia Champion Frist 2013 Grantor Retained Annuity Trust and may be deemed to be the beneficial owner of the units of Hercules held by these trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(4) The Reporting Person directly owns 72,561.6299 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc. by virtue of his membership in Hercules. The Reporting Person may also be deemed to have indirect beneficial ownership in respect of 204,968.4898 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.

(5) 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.