

Hilton Worldwide Holdings Inc.
 Form 3
 November 03, 2016

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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
HLT BREP VI.TE.2 Holdings Holdco LLC (Last) (First) (Middle)			(Month/Day/Year) 10/24/2016		Hilton Worldwide Holdings Inc. [HLT]	
C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)						
NEW YORK, NY 10154						
(City) (State) (Zip)						

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	39,738,987	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Common Stock	82,238	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</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 BREP VI.TE.2 Holdings Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
HLT BREH VI-A Holdings Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^

Signatures

HLT BREP VI.TE.2 HOLDINGS HOLDCO LLC, By: Blackstone Real Estate Partners VI.TE.2 L.P., its sole member, By: Blackstone Real Estate Associates VI L.P., its GP, By: BREA VI L.L.C., its GP, By: /s/ Anthony Beovich, Title: Managing Director 11/03/2016

__Signature of Reporting Person Date

HLT BREH VI-A HOLDINGS 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/ Anthony Beovich, Title: Managing Director 11/03/2016

__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).

Reflects securities directly held by HLT BREP VI.TE.2 Holdco LLC. Prior to October 24, 2016, HLT BREP VI.TE.2 Holdco LLC was a wholly-owned direct subsidiary of Blackstone Real Estate Partners VI.TE.2 L.P. On October 24, 2016, Blackstone Real Estate Partners VI.TE.2 L.P. contributed all of its interests in HLT BREP VI.TE.2 Holdco LLC to its wholly-owned subsidiary HLT BREP VI.TE.2 Holdings Holdco LLC. Upon consummation of the contribution described herein, the sole member of HLT BREP VI.TE.2 Holdco LLC is HLT BREP VI.TE.2 Holdings Holdco LLC. The sole member of HLT BREP VI.TE.2 Holdings Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 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 BREA VI L.L.C. is Blackstone Holdings III L.P.

Reflects securities directly held by HLT A23 BREH VI Holdco LLC. Prior to October 24, 2016, HLT A23 BREH VI Holdco LLC was a wholly-owned direct subsidiary of Blackstone Real Estate Holdings VI L.P. On October 24, 2016, Blackstone Real Estate Holdings VI L.P. contributed all of its interests in HLT A23 BREH VI Holdco LLC to its wholly-owned subsidiary HLT BREH VI-A Holdings Holdco LLC. Upon consummation of the contribution described herein, the sole member of HLT A23 BREH VI Holdco LLC is HLT BREH VI-A Holdings Holdco LLC. The sole member of HLT BREH VI-A Holdings Holdco LLC is Blackstone Real Estate Holdings VI L.P. 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.

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- (3) No securities of the Issuer were purchased, sold or otherwise transferred in connection with the contributions described herein.

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, Stephen A. Schwarzman.

- (5) 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.

Each of the Reporting Persons disclaim beneficial ownership of the securities reported on this Form 3, except to the extent of its pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

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