HCA Holdings, Inc.
Form 424B5
September 29, 2011

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-175791

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
8% Senior Notes due 2018	$ 500,000,000	100.00%	$ 500,000,000	$ 58,050

(1) Calculated in accordance with Rule 457(r) and Rule 456(b) under the Securities Act of 1933, as amended.

PROSPECTUS SUPPLEMENT
(To Prospectus dated July 26, 2011)

$500,000,000

HCA Inc.
8.00% Senior Notes due 2018

HCA Inc. is offering $500,000,000 aggregate principal amount of 8.00% senior notes due 2018, which we refer to as the notes. The notes will bear interest at a rate of 8.00% per annum. HCA Inc. will pay interest on the notes semi-annually, in cash in arrears, on April 1 and October 1 of each year, beginning on April 1, 2012. The notes will mature on October 1, 2018.

We may redeem the notes, at any time in whole or from time to time in part at a make-whole price plus accrued and unpaid interest to the date of such redemption. In addition, if we experience certain kinds of changes in control, we may be required to repurchase the notes on the terms described in this prospectus supplement.

The notes will be HCA Inc. s senior obligations and will rank equally and ratably with all of its future senior indebtedness and senior to any of its future subordinated indebtedness. The obligations under the notes will be fully and unconditionally guaranteed by HCA Holdings, Inc. on a senior unsecured basis and will rank equally and ratably with HCA Holdings, Inc. s existing and future senior indebtedness and senior to any of its future subordinated indebtedness and will be structurally subordinated in right of payment to all obligations of HCA Inc. s subsidiaries. The notes will not be guaranteed by any of our subsidiaries.

HCA Inc. intends to use the net proceeds of this offering for general corporate purposes, which may include funding a portion of the acquisition of the remaining ownership interest in our HCA-HealthONE LLC joint venture currently owned by the Colorado Health Foundation and to pay related fees and expenses.

Investing in the notes involves risks. See Risk Factors beginning on page S-17.

	Per Note	Total
Price to the public	100.000%	$ 500,000,000

Underwriting discounts and commissions	1.125%	$ 5,625,000
Proceeds to HCA Inc. (before expenses)[(1)]	98.875%	$ 494,375,000

(1) Plus accrued interest, if any from, from October 3, 2011.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the attached prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Barclays Capital, on behalf of the underwriters, expects to deliver the notes in book entry from on or about October 3, 2011.

Joint Book-Running Managers

Barclays Capital **Deutsche Bank Securities**
Goldman, Sachs & Co. **Morgan Stanley**
RBC Capital Markets **Wells Fargo Securities**

Co-Managers

Credit Agricole CIB **Credit Suisse**
Mizuho Securities **SunTrust Robinson Humphrey**

Prospectus Supplement dated September 27, 2011

You should rely only on the information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither HCA Inc. nor the underwriters has authorized anyone to provide you with any information or represent anything about HCA Inc., its financial results or this offering that is not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by HCA Inc. or the underwriters. Neither HCA Inc. nor the underwriters is making an offer to sell these notes in any jurisdiction where the offer or sale is not permitted. The information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus may only be accurate on the date of this document.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the notes and adds to and supplements information contained in the accompanying prospectus and the documents incorporated by reference therein. The second part is the accompanying prospectus, which we refer to as the accompanying prospectus. The accompanying prospectus contains a description of our debt securities and gives more general information, some of which may not apply to the notes. The accompanying prospectus also incorporates by reference documents that are described under Incorporation by Reference in that prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus or in any free writing prospectus filed by us with the Securities and Exchange Commission. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any such free writing prospectus is accurate as of any date other than the respective dates thereof. Our business, financial condition, results of operations and prospects may have changed since those dates.

We are not, and the underwriters are not, making an offer of the notes in any jurisdiction where the offer or sale is not permitted.

MARKET, RANKING AND OTHER INDUSTRY DATA

The data included or incorporated by reference in this prospectus supplement regarding markets and ranking, including the size of certain markets and our position and the position of our competitors within these markets, are based on reports of government agencies or published industry sources and estimates based on management s knowledge and experience in the markets in which we operate. These estimates have been based on information obtained from our trade and business organizations and other contacts in the markets in which we operate. We believe these estimates to be accurate as of the date of this prospectus supplement. However, this information may prove to be inaccurate because of the method by which we obtained some of the data for the estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. As a result, you should be aware that market, ranking and other similar industry data included or incorporated by reference in this prospectus supplement, and estimates and beliefs based on that data, may not be reliable. Neither we nor the underwriters can guarantee the accuracy or completeness of any such information contained or incorporated by reference in this prospectus supplement.

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FORWARD-LOOKING AND CAUTIONARY STATEMENTS

This prospectus supplement and the accompanying prospectus contain and incorporate by reference forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties. Forward-looking statements include all statements that do not relate solely to historical or current facts, and you can identify forward-looking statements because they contain words such as believes, expects, may, will, should, seeks, approximately, intends, plans, estimates, projects, continue, initiative or anticipates or similar expressio our prospects, objectives, strategies, plans or intentions. All statements made relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to the impact of existing or proposed laws or regulations described or incorporated by reference in this prospectus supplement and the accompanying prospectus are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect our actual results.

Some of the important factors that could cause actual results to differ materially from our expectations are disclosed under Risk Factors and elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements.

We do not undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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SUMMARY

This summary highlights information appearing elsewhere in and incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information that you should consider before investing in the notes. You should carefully read the entire prospectus supplement, the accompanying prospectus and the information incorporated herein by reference, including the financial data and related notes and the section entitled Risk Factors.

As used herein, unless otherwise stated or indicated by context, references to (i) the Issuer refer to HCA Inc. and its affiliates, (ii) HCA Holdings, Inc. refer to HCA Holdings, Inc., parent of HCA Inc., and its affiliates and (iii) the Company, HCA, we, our or us refer to HCA Inc. and its affiliates prior to the Corporate Reorganization (as defined herein) and to HCA Holdings, Inc. and its affiliates upon the consummation of the Corporate Reorganization. The term affiliates means direct and indirect subsidiaries and partnerships and joint ventures in which such subsidiaries are partners. The terms facilities or hospitals refer to entities owned and operated by affiliates of HCA and the term employees refers to employees of affiliates of HCA.

Our Company

We are the largest non-governmental hospital operator in the U.S. and a leading comprehensive, integrated provider of health care and related services. We provide these services through a network of acute care hospitals, outpatient facilities, clinics and other patient care delivery settings. As of June 30, 2011, we operated a diversified portfolio of 164 hospitals (with approximately 42,000 beds) and 111 freestanding surgery centers across 20 states throughout the U.S. and in England. As a result of our efforts to establish significant market share in large and growing urban markets with attractive demographic and economic profiles, we currently have a substantial market presence in 14 of the top 25 fastest growing markets with populations greater than 500,000 in the U.S. and currently maintain the first or second position, based on inpatient admissions, in many of our key markets. We believe our ability to successfully position and grow our assets in attractive markets and execute our operating plan has contributed to the strength of our financial performance over the last several years. For the six months ended June 30, 2011, we generated revenues of $16.118 billion, net income attributable to HCA Holdings, Inc. of $469 million and Adjusted EBITDA of $3.010 billion.

Our patient-first strategy is to provide high quality health care services in a cost-efficient manner. We intend to build upon our history of profitable growth by maintaining our dedication to quality care, increasing our presence in key markets through organic expansion and strategic acquisitions and joint ventures, leveraging our scale and infrastructure, and further developing our physician and employee relationships. We believe pursuing these core elements of our strategy helps us develop a faster-growing, more stable and more profitable business and increases our relevance to patients, physicians, payers and employers.

Using our scale, significant resources and over 40 years of operating experience, we have developed a significant management and support infrastructure. Some of the key components of our support infrastructure include a revenue cycle management organization, a health care group purchasing organization (GPO), an information technology and services provider, a nurse staffing agency and a medical malpractice insurance underwriter. These shared services have helped us to maximize our cash collection efficiency, achieve savings in purchasing through our scale, more rapidly deploy information technology upgrades, more effectively manage our labor pool and achieve greater stability in malpractice insurance premiums. Collectively, these components have helped us to further enhance our operating effectiveness, cost efficiency and overall financial results. We have also created a subsidiary, Parallon Business Solutions, that offers certain of these component services to other health care companies.

Since the founding of our business in 1968 as a single-facility hospital company, we have demonstrated an ability to consistently innovate and sustain growth during varying economic and regulatory climates. Under the leadership of an experienced senior management team, whose tenure at HCA averages over 20 years, we have established an extensive record of providing high quality care, profitably growing our business, making and integrating strategic acquisitions and efficiently and strategically allocating capital spending.

On November 17, 2006, HCA Inc. was acquired by a private investor group comprised of affiliates of or funds sponsored by Bain Capital Partners, LLC (Bain Capital), Kohlberg Kravis Roberts & Co. (KKR), Merrill Lynch Global Private Equity (MLGPE), now BAML Capital Partners (each a Sponsor), Citigroup Inc., Bank of America Corporation (the Sponsor Assignees) and HCA founder Dr. Thomas F. Frist, Jr. (the Frist Entities), a group we collectively refer to as the Investors, and by members of management and certain other investors. We refer to the merger, the financing transactions related to the merger and other related transactions collectively as the Recapitalization.

Since the Recapitalization, we have achieved substantial operational and financial progress. During this time, we have made significant investments in expanding our service lines and expanding our alignment with highly specialized and primary care physicians. In addition, we have enhanced our operating efficiencies through a number of corporate cost-saving initiatives and an expansion of our support infrastructure. We have made investments in information technology to optimize our facilities and systems. We have also undertaken a number of initiatives to improve clinical quality and patient satisfaction. As a result of these initiatives, our financial performance has improved significantly from the year ended December 31, 2007, the first full year following the Recapitalization, to the year ended December 31, 2010, with revenues growing by $3.825 billion, net income attributable to HCA Holdings, Inc. increasing by $333 million and Adjusted EBITDA increasing by $1.276 billion. This represents compounded annual growth rates on these key metrics of 4.5%, 11.4% and 8.5%, respectively.

Our Industry

We believe well-capitalized, comprehensive and integrated health care delivery providers are well-positioned to benefit from the current industry trends, some of which include:

Aging Population and Continued Growth in the Need for Health Care Services. According to the U.S. Census Bureau, the demographic age group of persons aged 65 and over is expected to experience compounded annual growth of 3.0% over the next 20 years, and constitute 19.3% of the total U.S. population by 2030. The Centers for Medicare & Medicaid Services (CMS) projects continued increases in hospital services based on the aging of the U.S. population, advances in medical procedures, expansion of health coverage, increasing consumer demand for expanded medical services and increased prevalence of chronic conditions such as diabetes, heart disease and obesity. We believe these factors will continue to drive increased utilization of health care services and the need for comprehensive integrated hospital networks that can provide a wide array of essential and sophisticated health care.

Continued Evolution of Quality-Based Reimbursement Favors Large-Scale, Comprehensive and Integrated Providers. We believe the U.S. health care system is continuing to evolve in ways that favor large-scale, comprehensive and integrated providers that provide high levels of quality care. Specifically, we believe there are a number of initiatives that will continue to gain importance in the foreseeable future, including introduction of value-based payment methodologies tied to performance, quality and coordination of care, implementation of integrated electronic health records and information, and an increasing ability for patients and consumers to make choices about all aspects of health care. We believe our company is well positioned to respond to these emerging trends and has the resources, expertise and flexibility necessary to adapt in a timely manner to the changing health care regulatory and reimbursement environment.

Impact of Health Reform Law. The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the Health Reform Law), will change how health care services are covered, delivered and reimbursed. It will do so through expanded coverage of uninsured individuals, significant reductions in the growth of Medicare program payments, material decreases in Medicare and Medicaid disproportionate share hospital (DSH) payments, and the establishment of programs where reimbursement is tied in part to quality and integration. The Health Reform Law, as enacted, is expected to expand health insurance coverage to approximately 32 to 34 million additional individuals through a combination of public program expansion and private sector health insurance reforms. We believe the expansion of private sector and Medicaid coverage will, over time, increase our reimbursement related to providing services to individuals who were previously uninsured. On the other hand, the reductions in the growth in Medicare payments and the decreases in DSH payments will adversely affect our government reimbursement. Because of the many variables involved, including pending court challenges, the potential for changes to the law as a result and efforts to amend or repeal the law, we are unable to predict the net impact of the Health Reform Law on us; however, we believe our experienced management team, emphasis on quality care and diverse service offerings will enable us to capitalize on the opportunities presented by the Health Reform Law, as well as adapt in a timely manner to its challenges.

Our Competitive Strengths

We believe our key competitive strengths include:

Largest Comprehensive, Integrated Health Care Delivery System. We are the largest non-governmental hospital operator in the U.S., providing approximately 4% to 5% of all U.S. hospital services through our national footprint. The scope and scale of our operations, evidenced by the types of facilities we operate, the diverse medical specialties we offer and the numerous patient care access points we provide enable us to provide a comprehensive range of health care services in a cost-effective manner. As a result, we believe the breadth of our platform is a competitive advantage in the marketplace enabling us to attract patients, physicians and clinical staff while also providing significant economies of scale and increasing our relevance with commercial payers.

Reputation for High Quality Patient-Centered Care. Since our founding, we have maintained an unwavering focus on patients and clinical outcomes. We believe clinical quality influences physician and patient choices about health care delivery. We align our quality initiatives throughout the organization by engaging corporate, local, physician and nurse leaders to share best practices and develop standards for delivering high quality care. We have invested extensively in quality of care initiatives, with an emphasis on implementing information technology and adopting industry-wide best practices and clinical protocols. As a result of these efforts, we have achieved significant progress in clinical quality. In September 2011, 77 of our facilities were named among the top 405 hospitals in the country by The Joint Commission, the hospital industry s primary accrediting body. As measured by the CMS clinical core measures reported on the CMS Hospital Compare website and based on publicly available data for the twelve months ended September 30, 2010, our hospitals achieved a composite score of 98.6% of the CMS core measures versus the national average of 95.7%, making us among the top performing major health systems in the U.S. In addition, as required by the Health Reform Law, CMS will establish a value-based purchasing system and will adjust hospital payment rates based on hospital-acquired conditions and hospital readmissions. We also believe our quality initiatives favorably position us in a payment environment that is increasingly performance-based.

Leading Local Market Positions in Large, Growing, Urban Markets. Over our history, we have sought to selectively expand and upgrade our asset base to create a premium portfolio of assets in attractive growing markets. As a result, we have a strong market presence in 14 of the top 25 fastest growing markets with populations greater than 500,000 in the U.S. We currently operate in 29 markets, 19 of which have populations of one million or more, with all but two of these markets projecting growth above the national average from 2011 to 2016. Our inpatient market share places us first or second in many of our key markets. We believe the strength and stability of these market positions will create organic growth opportunities and allow us to develop long-term relationships with patients, physicians, large employers and third-party payers.

Diversified Revenue Base and Payer Mix. We believe our broad geographic footprint, varied service lines and diverse revenue base mitigate our risks in numerous ways. Our diversification limits our exposure to competitive dynamics and economic conditions in any single local market, reimbursement changes in specific service lines and disruptions with respect to payers such as state Medicaid programs or large commercial insurers. We have a diverse portfolio of assets with no single facility contributing more than 2.3% of our revenues and no single metropolitan statistical area contributing more than 8.0% of revenues for the year ended December 31, 2010. We have also developed a highly diversified payer base, including approximately 3,000 managed care contracts, with no single commercial payer representing more than 8% of revenues for the year ended December 31, 2010. In addition, we are one of the country s largest providers of outpatient services, which accounted for approximately 38% of our revenues for the year ended December 31, 2010. We believe the geographic diversity of our markets and the scope of our inpatient and outpatient operations help reduce volatility in our operating results.

Scale and Infrastructure Drive Cost Savings and Efficiencies. Our scale allows us to leverage our support infrastructure to achieve significant cost savings and operating efficiencies, thereby driving margin expansion. We strategically manage our supply chain through centralized purchasing and supply warehouses, as well as our revenue cycle through centralized billing, collections and health information management functions. We also manage the provision of information technology through a combination of centralized systems with regional service support as well as centralize many other clinical and corporate functions, creating economies of scale in managing expenses and business processes. In addition to the cost savings and operating efficiencies, this support infrastructure simultaneously generates revenue from third parties that utilize our services.

Well-Capitalized Portfolio of High Quality Assets. In order to expand the range and improve the quality of services provided at our facilities, we invested over $7.5 billion in our facilities and information technology systems over the five-year period ended June 30, 2011. We believe our significant capital investments in these areas will continue to attract new and returning patients, attract and retain high-quality physicians, maximize cost efficiencies and address the health care needs of our local communities. Furthermore, we believe our platform, as well as electronic health record infrastructure, national research and physician management capabilities, provide a strategic advantage by enhancing our ability to capitalize on anticipated incentives through the Health Information Technology for Economic and Clinical Health Act (HITECH) provisions of the American Recovery and Reinvestment Act of 2009 (ARRA) and position us well in an environment that increasingly emphasizes quality, transparency and coordination of care.

Strong Operating Results and Cash Flows. Our leading scale, diversification, favorable market positions, dedication to clinical quality and focus on operational efficiency have enabled us to achieve attractive historical financial performance even during the most recent economic period. In the six months ended June 30, 2011, we generated net income attributable to HCA Holdings, Inc. of $469 million, Adjusted EBITDA of $3.010 billion and cash flows from operating activities of $1.666 billion. Our ability to generate strong and consistent cash flows from operations has enabled us to invest in our operations, reduce our debt, enhance earnings per share and continue to pursue attractive growth opportunities.

Proven and Experienced Management Team. We believe the extensive experience and depth of our management team are a distinct competitive advantage in the complicated and evolving industry in which we compete. Our CEO and Chairman of the Board of Directors, Richard M. Bracken, began his career with our company over 29 years ago and has held various executive positions with us over that period, including, most recently, as our President and Chief Operating Officer. Our President, Chief Financial Officer and Director, R. Milton Johnson, joined our company over 28 years ago and has held various positions in our financial operations since that time. Our Group Presidents average

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approximately 20 years of experience with our company. Members of our senior management hold significant equity interests in our company, further aligning their long-term interests with those of our stockholders.

Our Growth Strategy

We are committed to providing the communities we serve with high quality, cost-effective health care while growing our business, increasing our profitability and creating long-term value for our stockholders. To achieve these objectives, we align our efforts around the following growth agenda:

Grow Our Presence in Existing Markets. We believe we are well positioned in a number of large and growing markets that will allow us the opportunity to generate long-term, attractive growth through the expansion of our presence in these markets. We plan to continue recruiting and strategically collaborating with the physician community and adding attractive service lines such as cardiology, emergency services, oncology and women s services. Since our Recapitalization, we have invested significant capital into these markets and expect to continue to see the benefit of this investment. Additional components of our growth strategy include expanding our footprint through developing various outpatient access points, including surgery centers, rural outreach, freestanding emergency departments and walk-in clinics.

Achieve Industry-Leading Performance in Clinical and Satisfaction Measures. Achieving high levels of patient safety, patient satisfaction and clinical quality are central goals of our business model. To achieve these goals, we have implemented a number of initiatives including infection reduction initiatives, hospitalist programs, advanced health information technology and evidence-based medicine programs. We routinely analyze operational practices from our best-performing hospitals to identify ways to implement organization-wide performance improvements and reduce clinical variation. We believe these initiatives will continue to improve patient care, help us achieve cost efficiencies, grow our revenues and favorably position us in an environment where our constituents are increasingly focused on quality, efficacy and efficiency.

Recruit and Employ Physicians to Meet Need for High Quality Health Services. We depend on the quality and dedication of the health care providers and other team members who serve at our facilities. We believe a critical component of our growth strategy is our ability to successfully recruit and strategically collaborate with physicians and other professionals to provide high quality care. We attract and retain physicians by providing high quality, convenient facilities with advanced technology, by expanding our specialty services and by building our outpatient operations. We believe our continued investment in the employment, recruitment and retention of physicians will improve the quality of care at our facilities.

Continue to Leverage Our Scale and Market Positions to Enhance Profitability. We believe there is significant opportunity to continue to grow the profitability of our company by fully leveraging the scale and scope of our franchise. We are currently pursuing next generation performance improvement initiatives such as contracting for services on a multistate basis and expanding our support infrastructure for additional clinical and support functions, such as physician credentialing, medical transcription and electronic medical recordkeeping. We believe our centrally managed business processes and ability to leverage cost-saving practices across our extensive network will enable us to continue to manage costs effectively. We have created a subsidiary, Parallon Business Solutions, to leverage key components of our support infrastructure, including revenue cycle management, health care group purchasing, supply chain management and staffing functions, by offering these services to other hospital companies.

Selectively Pursue a Disciplined Development Strategy. We continue to believe there are significant growth opportunities in our markets. We will continue to provide financial and operational resources to successfully execute on our in-market opportunities. To complement our in-market growth agenda, we intend to focus on selectively developing and acquiring new hospitals, outpatient

facilities and other health care service providers. We believe the challenges faced by the hospital industry may spur consolidation and we believe our size, scale, national presence and access to capital will position us well to participate in any such consolidation. We have a strong record of successfully acquiring and integrating hospitals and entering into joint ventures and intend to continue leveraging this experience.

Recent Developments

On August 1, 2011, we issued $5.000 billion aggregate principal amount of notes, comprised of $3.000 billion of 6.50% senior secured first lien notes due 2020 (the August 2011 first lien notes) and $2.000 billion of 7.50% senior unsecured notes due 2022 (the August 2011 unsecured notes) (collectively, the August notes offering). On August 26, 2011, HCA Inc. redeemed all $3.200 billion aggregate principal amount of its outstanding 91/4% Senior Secured Notes due 2016 (the Cash-Pay Notes) and all $1.578 billion aggregate principal amount of its outstanding 95/8%/103/8% Senior Secured Toggle Notes due 2016 (the Toggle Notes and, together with the Cash-Pay Notes, the Redeemed Notes) (collectively, the August redemptions). We used the net proceeds from the August notes offering, together with approximately $280 million of borrowings under our asset-based revolving credit facility, to fund the August redemptions.

On September 21, 2011, we completed the repurchase of 80,771,143 shares of HCA common stock beneficially owned by affiliates of Bank of America Corporation, using a combination of cash on hand and borrowing through available credit facilities (collectively, the September stock repurchase).

On August 2, 2011, we entered into a definitive Membership Interest Purchase Agreement with The Colorado Health Foundation for the purchase (or redemption) of the Foundation s remaining ownership interest in HCA-HealthONE LLC for $1.450 billion. We expect the transaction to close in the fourth quarter of 2011.

We expect to refinance our $2.000 billion asset-based revolving credit facility maturing on November 16, 2012 (the asset-based revolving credit facility) on or about September 30, 2011 to increase the total size to $2.500 billion and extend the maturity to 2016. The asset-based revolving credit facility will be subject to certain borrowing base limitations and we do not expect that the full $2.500 billion will be initially available upon the refinancing. There can be no assurance that the refinancing will be completed on the terms or timing contemplated.

Corporate Reorganization

On November 22, 2010, HCA Inc. reorganized by creating a new holding company structure (the Corporate Reorganization), pursuant to which HCA Holdings, Inc. became our new parent company, and HCA Inc. became HCA Holdings, Inc. s wholly-owned direct subsidiary. As part of the Corporate Reorganization, HCA Inc. s outstanding shares of capital stock were automatically converted, on a share for share basis, into identical shares of HCA Holdings, Inc. s common stock, and HCA Holdings, Inc. became a guarantor but did not assume the debt of certain series of HCA Inc. s outstanding secured notes and is not subject to the covenants contained in the indentures governing such secured notes. See Description of Other Indebtedness.

Through our predecessors, we commenced operations in 1968. HCA Inc. was incorporated in Nevada in January 1990 and reincorporated in Delaware in September 1993. Our principal executive offices are located at One Park Plaza, Nashville, Tennessee 37201, and our telephone number is (615) 344-9551.

Corporate Structure

The following diagram summarizes our corporate structure as of June 30, 2011. The indebtedness figures in the diagram below are as of June 30, 2011 and give effect to the August notes offering, the August redemptions, the September stock repurchase and the indebtedness incurred under the notes offered hereby.

(1) In connection with the Corporate Reorganization, HCA Holdings, Inc. became a guarantor of all of HCA Inc. s then-outstanding secured notes but is not subject to the covenants that apply to HCA Inc. or HCA Inc. s restricted subsidiaries under those notes.

(2) Consists of (i) a $2.000 billion asset-based revolving credit facility (which is expected to be increased to $2.500 billion and extended to 2016) maturing on November 16, 2012 ($1.875 billion outstanding at June 30, 2011, as adjusted to give effect to the August notes offering, August redemptions and the September stock repurchase) (ii) a $2.000 billion senior secured revolving credit facility maturing on November 17, 2015 (the senior secured revolving credit facility) ($988 million outstanding at June 30, 2011, without giving effect to outstanding letters of credit, as adjusted to give effect to the September stock repurchase); (iii) a $472 million senior secured term loan A-1 facility maturing on November 17, 2012; (iv) a $586 million senior secured term loan A-2 facility maturing on May 2, 2016; (v) a $1.689 billion senior secured term loan B-1 facility maturing on November 17, 2013; (vi) a $2.000 billion senior secured term loan B-2 facility maturing on March 31, 2017; (vii) a $2.373 billion senior secured term loan B-3 facility maturing on May 1, 2018; and (viii) a 291 million, or $421 million-equivalent, senior secured European term loan facility maturing on November 17, 2013. We refer to the facilities described under (ii) through (viii) above, collectively, as the cash flow credit facility and, together with the asset-based revolving credit facility, the senior secured credit facilities. Does not give effect to amounts that may be drawn under the revolving credit facilities to fund our acquisition of HCA-HealthONE LLC, if consummated, or proposed refinancing of our asset-based revolving credit facility.

(3) Consists of (i) $1.500 billion aggregate principal amount of 81/2% first lien notes due 2019 that HCA Inc. issued in April 2009 (the April 2009 first lien notes); (ii) $1.250 billion aggregate principal amount of 77/8% first lien notes due 2020 that HCA Inc. issued in August 2009 (the August 2009 first lien notes); (iii) $1.400 billion aggregate principal amount of 71/4% first lien notes due 2020 that HCA Inc. issued in March 2010 (the March 2010 first lien notes); (iv) $3.000 billion aggregate principal amount of 6.50% first lien notes due 2020 (the August 2011 first lien notes and, collectively with the April 2009 first lien notes, the August 2009 first lien notes and the March 2010 first lien notes, the first lien notes) and (v) $72 million of unamortized debt discounts that reduce the existing indebtedness.

(4) Consists of (i) $201 million aggregate principal amount of 97/8% second lien notes due 2017, and (ii) $5 million of unamortized debt discounts that reduce the existing indebtedness. We refer to the notes issued in (i) as the second lien notes.

(5) As adjusted, consists of (i) $2.000 billion aggregate principal amount of 7.50% senior notes due 2022 that HCA Inc. issued in August 2011 (the August 2011 unsecured notes); (ii) an aggregate principal amount of $246 million medium-term notes with maturities ranging from 2014 to 2025 and a weighted average interest rate of 8.28%; (iii) an aggregate principal amount of $886 million debentures with maturities ranging from 2015 to 2095 and a weighted average interest rate of 7.55%; (iv) an aggregate principal amount of $4.694 billion senior notes with maturities ranging from 2012 to 2033 and a weighted average interest rate of 6.54%; (v) $304 million of secured debt, which represents capital leases and other secured debt with a weighted average interest rate of 7.13%; and (vi) $8 million of unamortized debt discounts that reduce the existing

indebtedness. For more information regarding our unsecured and other indebtedness, see Description of Other Indebtedness.

(6) The cash flow credit facility and the first lien notes are secured by first-priority liens, and the second lien notes and related guarantees are secured by second-priority liens, on substantially all the capital stock of Healthtrust, Inc. The Hospital Company and the first-tier subsidiaries of the subsidiary guarantors (but limited to 65% of the voting stock of any such first-tier subsidiary that is a foreign subsidiary), subject to certain exceptions.

(7) Includes subsidiaries which are designated as restricted subsidiaries under HCA Inc. s indenture dated as of December 16, 1993, certain of their wholly owned subsidiaries formed in connection with the asset-based revolving credit facility and certain excluded subsidiaries (non-material subsidiaries).

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The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus supplement and the Description of Debt Securities and Guarantees in the accompanying prospectus contains more detailed descriptions of the terms and conditions of the notes.

Issuer	HCA Inc.
Senior Unsecured Notes	8.00% senior unsecured notes due 2018.
Maturity Date	The notes will mature on October 1, 2018.
Interest Rate	Interest on the notes will be payable in cash and will accrue at a rate of 8.00% per annum.
Interest Payment Dates	April 1 and October 1, commencing on April 1, 2012. Interest will accrue from October 3, 2011.
Ranking	The notes will be the Issuer s senior obligations and will: rank senior in right of payment to any of its future subordinated indebtedness; rank equally in right of payment with any of its existing and future senior indebtedness; be effectively subordinated in right of payment to any of its existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness; and be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of its subsidiaries. As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering, the August redemptions, the September stock repurchase and the notes offered hereby: the notes would have been effectively subordinated in right of payment to $18.059 billion of secured indebtedness; and we would have had $946 million of unutilized capacity under the senior secured revolving credit facility and $125 million of unutilized capacity under the asset-based revolving credit facility, after giving effect to letters of credit and borrowing base limitations, all of which would be structurally senior to the notes offered hereby if borrowed.
Parent Guarantee	The notes will be fully and unconditionally guaranteed on a senior unsecured basis by HCA Holdings, Inc. and will:

rank senior in right of payment to all existing and future subordinated indebtedness of HCA Holdings, Inc.;

rank equally in right of payment with all existing and future senior indebtedness of HCA Holdings, Inc.;

be effectively subordinated in right of payment to all future secured indebtedness of HCA Holdings, Inc. to the extent of the value of the collateral securing such indebtedness; and

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	be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of any subsidiary of HCA Holdings, Inc. (other than HCA Inc.).
	The notes will not be guaranteed by any of HCA Inc. s subsidiaries.
	As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering, the August redemptions, the September stock repurchase, the notes and related guarantee would have been structurally subordinated to $18.059 billion of indebtedness of HCA Inc. s subsidiaries, all of which would have been secured.
Covenants	The indenture governing the notes will contain covenants limiting the Issuer s and certain of its subsidiaries ability to: create liens on certain assets to secure debt; engage in certain sale and lease-back transactions; and consolidate, merge, sell or otherwise dispose of all or substantially all of its assets. These covenants are subject to a number of important limitations and exceptions. See Description of the Notes.
Optional Redemption	The Issuer may redeem the notes, at any time in whole or from time to time in part at a make-whole price plus accrued and unpaid interest to the date of such redemption. See Description of the Notes Optional Redemption.
Change of Control Offer	Upon the occurrence of a change of control, you will have the right, as holders of the notes, to require the Issuer to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date. See Description of the Notes Repurchase at the Option of Holders Change of Control. The Issuer may not be able to pay you the required price for notes you present to it at the time of a change of control, because: the Issuer may not have enough funds at that time; or the terms of our indebtedness under the senior secured credit facilities may prevent it from making such payment. Your right to require the Issuer to repurchase the notes upon the occurrence of a change of control will cease to apply to the notes at all times during which such notes have investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s. See Description of the Notes Certain Covenants Covenant Suspension.
No Prior Market	The notes will be new securities for which there is currently no market. Although the underwriters have informed the Issuer that they intend to make a market in the notes, they are not obligated to do so and they may discontinue market making activities at any time without notice. Accordingly, the Issuer cannot assure you that a liquid market

	for the notes will develop or be maintained.
Use of Proceeds	We estimate that our net proceeds from this offering, after deducting underwriter discounts and commissions and estimated offering expenses, will be approximately \$492 million.

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We intend to use the net proceeds from the notes offered hereby for general corporate purposes, which may include funding a portion of the acquisition of the remaining ownership interest in our HCA-HealthONE LLC joint venture currently owned by the Colorado Health Foundation and to pay related fees and expenses. See Use of Proceeds and Capitalization.

Ratio of Earnings to Fixed Charges

The following table sets forth our historical ratios of earnings available for fixed charges to fixed charges for the periods indicated. This information should be read in conjunction with the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus supplement.

	Six Months Ended June 30, 2011	Six Months Ended June 30, 2010	Year Ended December 31, 2010	2009	2008	2007	2006
Ratio of earnings to fixed charges[1]	1.85	2.05	1.97	1.91	1.52	1.57	2.61

[1] For purposes of calculating the ratio of earnings to fixed charges, earnings represents earnings before income tax expense, and net income attributable to noncontrolling interests, plus fixed charges; and fixed charges include: (a) interest expense; (b) amortization of capitalized expenses related to debt; and (c) the portion of rental expense which management believes is representative of the interest component of rent expense.

Risk Factors

You should consider carefully all of the information set forth and incorporated by reference in this prospectus supplement and, in particular, should evaluate the specific factors set forth and incorporated by reference in the section entitled Risk Factors for an explanation of certain risks of investing in the notes, including risks related to our industry and business.

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Summary Financial Data

The following table sets forth our summary financial data as of and for the periods indicated. The financial data as of December 31, 2010 and 2009 and for the years ended December 31, 2010, 2009 and 2008 have been derived from our consolidated financial statements incorporated by reference into this prospectus supplement, which have been audited by Ernst & Young LLP. The financial data as of December 31, 2008 has been derived from our consolidated financial statements audited by Ernst & Young LLP that are not included or incorporated by reference herein.

The summary financial data as of June 30, 2011 and for the six months ended June 30, 2011 and 2010 have been derived from our unaudited condensed consolidated financial statements incorporated by reference in this prospectus supplement. The summary financial data as of June 30, 2010 has been derived from our unaudited condensed consolidated financial statements that are not included or incorporated by reference herein. The unaudited financial data presented has been prepared on a basis consistent with HCA Holdings, Inc. s audited consolidated financial statements. In the opinion of management, such unaudited financial data reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year or any future period.

The summary financial data should be read in conjunction with Selected Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations, our consolidated financial statements and the related notes thereto and our unaudited condensed consolidated financial statements and the related notes thereto incorporated by reference into this prospectus supplement.

	Years Ended December 31,			Six Months Ended June 30,	
	2010	2009	2008	2011	2010
				(Unaudited)	
	(Dollars in millions)				
Income Statement Data:					
Revenues	$ 30,683	$ 30,052	$ 28,374	$ 16,118	$ 15,300
Salaries and benefits	12,484	11,958	11,440	6,615	6,148
Supplies	4,961	4,868	4,620	2,570	2,451
Other operating expenses	5,004	4,724	4,554	2,648	2,428
Provision for doubtful accounts	2,648	3,276	3,409	1,424	1,352
Equity in earnings of affiliates	(282)	(246)	(223)	(149)	(143)
Depreciation and amortization	1,421	1,425	1,416	716	710
Interest expense	2,097	1,987	2,021	1,053	1,046
Losses (gains) on sales of facilities	(4)	15	(97)	1	
Impairments of long-lived assets	123	43	64		109
Loss on retirement of debt				75	
Termination of management agreement				181	
	28,452	28,050	27,204	15,134	14,101
Income before income taxes	2,231	2,002	1,170	984	1,199
Provision for income taxes	658	627	268	330	345

Net income	1,573	1,375	902	654	854
Net income attributable to noncontrolling interests	366	321	229	185	173
Net income attributable to HCA Holdings, Inc.	$ 1,207	$ 1,054	$ 673	$ 469	$ 681

	Years Ended December 31,			Six Months Ended June 30,	
	2010	2009	2008	2011	2010
				(Unaudited)	
			(Dollars in millions)		
Statement of Cash Flows Data:					
Cash flows provided by operating activities	$ 3,085	$ 2,747	$ 1,990	$ 1,666	$ 1,295
Cash flows used in investing activities	(1,039)	(1,035)	(1,467)	(812)	(51)
Cash flows used in financing activities	(1,947)	(1,865)	(451)	(726)	(1,206)
Other Financial Data:					
EBITDA(1)	$ 5,383	$ 5,093	$ 4,378	$ 2,568	$ 2,782
Adjusted EBITDA(1)	5,868	5,472	4,574	3,010	3,064
Capital expenditures	1,325	1,317	1,600	776	536
Operating Data:(2)					
Number of hospitals at end of period(3)	156	155	158	157	154
Number of freestanding outpatient surgical centers at end of period(3)	97	97	97	98	98
Number of licensed beds at end of period(4)	38,827	38,839	38,504	39,472	38,636
Weighted average licensed beds(5)	38,655	38,825	38,422	39,209	38,647
Admissions(6)	1,554,400	1,556,500	1,541,800	804,400	784,100
Equivalent admissions(7)	2,468,400	2,439,000	2,363,600	1,277,300	1,233,400
Average length of stay (days)(8)	4.8	4.8	4.9	4.8	4.9
Average daily census(9)	20,523	20,650	20,795	21,380	21,053
Occupancy(10)	53%	53%	54%	55%	54%
Emergency room visits(11)	5,706,200	5,593,500	5,246,400	3,039,600	2,803,300
Outpatient surgeries(12)	783,600	794,600	797,400	392,100	389,300
Inpatient surgeries(13)	487,100	494,500	493,100	239,900	244,300
Days revenues in accounts receivable(14)	46	45	49	44	45
Gross patient revenues(15)	$ 125,640	$ 115,682	$ 102,843	$ 69,006	$ 61,785
Outpatient revenues as a percentage of patient revenues(16)	38%	38%	37%	38%	37%
Balance Sheet Data:					
Working capital(17)	$ 2,650	$ 2,264	$ 2,391	$ 2,613	$ 2,395
Property, plant and equipment, net	11,352	11,427	11,529	11,584	11,152
Cash and cash equivalents	411	312	465	539	350
Total assets	23,852	24,131	24,280	23,877	23,420
Total debt	28,225	25,670	26,989	25,320	26,798
Equity securities with contingent redemption rights	141	147	155		144
Stockholders deficit attributable to HCA Holdings, Inc.	(11,926)	(8,986)	(10,255)	(8,681)	(10,525)

Noncontrolling interests	1,132	1,008	995	1,147	1,017
Total stockholders deficit	(10,794)	(7,978)	(9,260)	(7,534)	(9,508)

(1) EBITDA, a measure used by management to evaluate operating performance, is defined as net income attributable to HCA Holdings, Inc. plus (i) provision for income taxes, (ii) interest expense and (iii) depreciation and amortization. EBITDA is not a recognized term under generally accepted accounting principles (GAAP) and does not purport to be an alternative to net income as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. Additionally, EBITDA is not intended to be a measure of free cash flow available for management s discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and other debt service requirements. Management believes EBITDA is helpful to investors and our management in highlighting trends because EBITDA excludes the results of decisions outside the control of operating management and that can differ significantly from company to company depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. Management compensates for the limitations of using non-GAAP financial measures by using them to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone. Because not all companies use identical calculations, our presentation of EBITDA may not be comparable to similarly titled measures of other companies.

Adjusted EBITDA is defined as EBITDA, adjusted to exclude net income attributable to noncontrolling interests, losses (gains) on sales of facilities, impairments of long-lived assets, loss on retirement of debt and termination of management agreement. We believe Adjusted EBITDA is an important measure that supplements discussions and analysis of our results of operations. We believe it is useful to investors to provide disclosures of our results of operations on the same basis used by management. Management relies upon Adjusted EBITDA as the primary measure to review and assess operating performance of its hospital facilities and their management teams. Adjusted EBITDA target amounts are the performance measures utilized in our annual incentive compensation programs and are vesting conditions for a portion of our stock option grants. Management and investors review both the overall performance (GAAP net income attributable to HCA Holdings, Inc.) and operating performance (Adjusted EBITDA) of our health care facilities. Adjusted EBITDA and the Adjusted EBITDA margin (Adjusted EBITDA divided by revenues) are utilized by management and investors to compare our current operating results with the corresponding periods during the previous year and to compare our operating results with other companies in the health care industry. It is reasonable to expect that losses (gains) on sales of facilities and impairments of long-lived assets will occur in future periods, but the amounts recognized can vary significantly from period to period, do not directly relate to the ongoing operations of our health care facilities and complicate period comparisons of our results of operations and operations comparisons with other health care companies. Adjusted EBITDA is not a measure of financial performance under accounting principles generally accepted in the United States, and should not be considered an alternative to net income attributable to HCA Holdings, Inc. as a measure of operating performance or cash flows from operating, investing and financing activities as a measure of liquidity. Because Adjusted EBITDA is not a measurement determined in accordance with generally accepted accounting principles and is susceptible to varying calculations, Adjusted EBITDA, as presented, may not be comparable to other similarly titled measures presented by other companies. There may be additional adjustments to Adjusted EBITDA under our agreements governing our material debt obligations, including the notes offered hereby.

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EBITDA and Adjusted EBITDA are calculated as follows:

	Years Ended December 31,			Six Months Ended June 30,	
	2010	2009	2008	2011	2010
				(Unaudited)	
	(Dollars in millions)				
Net income attributable to HCA Holdings, Inc.	$ 1,207	$ 1,054	$ 673	$ 469	$ 681
Provision for income taxes	658	627	268	330	345
Interest expense	2,097	1,987	2,021	1,053	1,046
Depreciation and amortization	1,421	1,425	1,416	716	710
EBITDA	5,383	5,093	4,378	2,568	2,782
Net income attributable to noncontrolling interests(i)	366	321	229	185	173
Losses (gains) on sales of facilities(ii)	(4)	15	(97)	1	
Impairments of long-lived assets(iii)	123	43	64		109
Loss on retirement of debt(iv)				75	
Termination of management agreement(v)				181	
Adjusted EBITDA	$ 5,868	$ 5,472	$ 4,574	$ 3,010	$ 3,064

(i) Represents the add-back of net income attributable to noncontrolling interests.

(ii) Represents the elimination of losses (gains) on sales of facilities.

(iii) Represents the add-back of impairments of long-lived assets.

(iv) Represents the add-back of loss on retirement of debt.

(v) Represents the add-back of termination of management agreement.

(2) The operating data set forth in this table includes only those facilities that are consolidated for financial reporting purposes.

(3) Excludes facilities that are not consolidated (accounted for using the equity method) for financial reporting purposes.

(4) Licensed beds are those beds for which a facility has been granted approval to operate from the applicable state licensing agency.

(5) Weighted average licensed beds represents the average number of licensed beds, weighted based on periods owned.

(6) Represents the total number of patients admitted to our hospitals and is used by management and certain investors as a general measure of inpatient volume.

(7) Equivalent admissions are used by management and certain investors as a general measure of combined inpatient and outpatient volume. Equivalent admissions are computed by multiplying admissions (inpatient volume) by the sum of gross inpatient revenues and gross outpatient revenues and then dividing the resulting amount by gross inpatient revenues. The equivalent admissions computation equates outpatient revenues to the volume measure (admissions) used to measure inpatient volume, resulting in a general measure of combined inpatient and outpatient volume.

(8) Represents the average number of days admitted patients stay in our hospitals.

(9) Represents the average number of patients in our hospital beds each day.

(10) Represents the percentage of hospital licensed beds occupied by patients. Both average daily census and occupancy rate provide measures of the utilization of inpatient rooms.

(11) Represents the number of patients treated in our emergency rooms.

(12) Represents the number of surgeries performed on patients who were not admitted to our hospitals. Pain management and endoscopy procedures are not included in outpatient surgeries.

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(13) Represents the number of surgeries performed on patients who have been admitted to our hospitals. Pain management and endoscopy procedures are not included in inpatient surgeries.

(14) Revenues per day is calculated by dividing the revenues for the period by the days in the period. Days revenues in accounts receivable is then calculated as accounts receivable, net of the allowance for doubtful accounts, at the end of the period divided by revenues per day.

(15) Gross patient revenues are based upon our standard charge listing. Gross charges/revenues typically do not reflect what our hospital facilities are paid. Gross charges/revenues are reduced by contractual adjustments, discounts and charity care to determine reported revenues.

(16) Represents the percentage of patient revenues related to patients who are not admitted to our hospitals.

(17) We define working capital as current assets minus current liabilities.

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RISK FACTORS

You should carefully consider the risk factors set forth below as well as the other information contained or incorporated by reference in this prospectus supplement before purchasing the notes. This prospectus supplement contains forward-looking statements that involve risk and uncertainties. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, financial condition or results of operations. In such a case, you may lose all or part of your original investment.

Risks Related to the Notes

Our substantial leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations.

We are highly leveraged. As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering, the August redemptions, the September stock repurchase and the notes offered hereby, our total indebtedness would have been $27.825 billion. As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering, the August redemptions, the September stock repurchase and the notes offered hereby, we would have had availability of $946 million under our senior secured revolving credit facility and $125 million under our asset-based revolving credit facility, after giving effect to letters of credit and borrowing base limitations. Our high degree of leverage could have important consequences, including:

- increasing our vulnerability to downturns or adverse changes in general economic, industry or competitive conditions and adverse changes in government regulations;
- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;
- exposing us to the risk of increased interest rates as certain of our unhedged borrowings are at variable rates of interest;
- limiting our ability to make strategic acquisitions or causing us to make nonstrategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, product or service line development, debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged.

We have the ability to incur additional indebtedness in the future, subject to the restrictions contained in our senior secured credit facilities and the indentures governing our outstanding senior secured notes. If new indebtedness is added to our current debt levels, the related risks that we now face could intensify.

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The Issuer is the sole obligor of the notes and its parent, HCA Holdings, Inc., is the sole guarantor of the Issuer s obligations under the notes; the notes are unsecured and the Issuer s subsidiaries do not have any obligation with respect to the notes; the notes are structurally subordinated to all of the debt and liabilities of the Issuer s subsidiaries and will be effectively subordinated to any of the Issuer s secured debt.

The Issuer and the guarantor of the notes, HCA Holdings, Inc., are holding companies that have no operations of their own and derive all of their revenues and cash flow from their subsidiaries. The Issuer s subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay amounts due under the notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payments. The notes are structurally subordinated to all debt and liabilities of the Issuer s subsidiaries. The claims of the Issuer s subsidiaries creditors will be required to be paid before holders of the notes have a claim (if any) against the entities and their assets. In the event of a bankruptcy, liquidation or reorganization or similar proceeding relating to the Issuer s subsidiaries, you will participate with all other holders of the Issuer s indebtedness in the assets remaining after the Issuer s subsidiaries have paid all of their debt and liabilities. In any of these cases, the Issuer s subsidiaries may not have sufficient funds to make payments to the Issuer, and you may receive less, ratably, than the holders of debt and other liabilities of the Issuer s subsidiaries.

As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering, the August redemptions, the September stock repurchase and the notes offered hereby, the aggregate amount of indebtedness of the Issuer s subsidiaries would have been $18.059 billion, all of which would have been secured and structurally senior to the notes. In addition, as of that date, on an as adjusted basis after giving effect to the August notes offering, the August redemptions, the September stock repurchase and the notes offered hereby, the Issuer s subsidiaries could have borrowed $946 million under the Issuer s senior secured revolving credit facility and $125 million under its asset-based revolving credit facility, after giving effect to letters of credit and borrowing base limitations. Additionally, the indenture governing the notes offered hereby, the indentures governing HCA Holdings, Inc. s and the Issuer s outstanding notes and the Issuer s senior secured credit facilities permit us and/or our subsidiaries to incur additional indebtedness, including secured indebtedness, under certain circumstances.

We may not be able to generate sufficient cash to service all of our indebtedness and may not be able to refinance our indebtedness on favorable terms. If we are unable to do so, we may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot assure you we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

In addition, we conduct our operations through our subsidiaries. Accordingly, repayment of our indebtedness is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us by dividend, debt repayment or otherwise. Our subsidiaries will not have any obligation to pay amounts due on the notes or our other indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. The agreements governing the current and future indebtedness of the Issuer s subsidiaries may not permit the Issuer s subsidiaries to provide the Issuer with sufficient dividends, distributions or loans to fund scheduled interest and principal payments on these notes when due. The terms of our senior secured credit facilities and the indentures governing our outstanding notes significantly restrict us and its subsidiaries from paying dividends and otherwise transferring assets to the Issuer. Each subsidiary is a distinct legal entity, and,

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under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries.

We may find it necessary or prudent to refinance our outstanding indebtedness with longer-maturity debt at a higher interest rate. In March of 2010, for example, we issued $1.400 billion in aggregate principal amount of 71/4% first lien notes due 2020. The net proceeds of this offering was used to prepay term loans under our cash flow credit facility, which currently bears interest at a lower floating rate. Our ability to refinance our indebtedness on favorable terms, or at all, is directly affected by the current global economic and financial conditions. In addition, our ability to incur secured indebtedness (which would generally enable us to achieve better pricing than the incurrence of unsecured indebtedness) depends in part on the value of our assets, which depends, in turn, on the strength of our cash flows and results of operations, and on economic and market conditions and other factors.

If our cash flows and capital resources are insufficient to fund our debt service obligations or we are unable to refinance our indebtedness, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. If our operating results and available cash are insufficient to meet our debt service obligations, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions, or the proceeds from the dispositions may not be adequate to meet any debt service obligations then due.

Our debt agreements contain restrictions that limit our flexibility in operating our business.

Our senior secured credit facilities and the indentures governing our outstanding notes contain, and the indenture governing the notes offered hereby will contain, various covenants that limit our ability to engage in specified types of transactions. These covenants limit our and certain of our subsidiaries ability to, among other things:

- incur additional indebtedness or issue certain preferred shares;
- pay dividends on, repurchase or make distributions in respect of our capital stock or make other restricted payments;
- make certain investments;
- sell or transfer assets;
- create liens;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and
- enter into certain transactions with our affiliates.

Under our asset-based revolving credit facility, when (and for as long as) the combined availability under our asset-based revolving credit facility and our senior secured revolving credit facility is less than a specified amount for a certain period of time or, if a payment or bankruptcy event of default has occurred and is continuing, funds deposited into any of our depository accounts will be transferred on a daily basis into a blocked account with the administrative agent and applied to prepay loans under the asset-based revolving credit facility and to cash collateralize letters of credit issued thereunder.

Under our senior secured credit facilities, we are required to satisfy and maintain specified financial ratios. Our ability to meet those financial ratios can be affected by events beyond our control, and there can be no assurance we will continue to meet those ratios. A breach of any of these covenants could result in a default under both the cash flow credit facility and the asset-based revolving credit facility. Upon the occurrence of an event of default under the senior secured credit facilities, the lenders thereunder could elect to declare all amounts outstanding under the senior secured credit facilities to be immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders under the senior secured credit facilities could proceed against the collateral granted to them to secure such indebtedness. We have pledged a significant portion of our assets under our senior secured credit facilities and that collateral (other than certain European collateral securing our senior secured European term loan facility) is also pledged as collateral under our first lien notes. If any of the lenders under the senior secured credit facilities accelerate the repayment of borrowings, there can be no assurance there will be sufficient assets to repay the senior secured credit facilities, the first lien notes and the notes offered hereby.

Federal and state fraudulent transfer laws may permit a court to void the parent guarantee, and, if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the guarantee by HCA Holdings, Inc. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or guarantee could be voided as a fraudulent transfer or conveyance if (1) we issued the notes or incurred the guarantee with the intent of hindering, delaying or defrauding creditors or (2) we received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the guarantee and, in the case of (2) only, one of the following is also true at the time thereof:

- we were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the guarantee;
- the issuance of the notes or the incurrence of the guarantee left HCA Holdings, Inc. or the Issuer with an unreasonably small amount of capital to carry on the business;
- HCA Holdings, Inc. or the Issuer intended to, or believed that HCA Holdings, Inc. or the Issuer would, incur debts beyond HCA Holdings, Inc. s or the Issuer s ability to pay as they mature; or
- HCA Holdings, Inc. or the Issuer was a defendant in an action for money damages, or had a judgment for money damages docketed against HCA Holdings, Inc. or the Issuer if, in either case, after final judgment, the judgment was unsatisfied.

If a court were to find that the issuance of the notes or the incurrence of the guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or the guarantee or further subordinate the notes or the guarantee to presently existing and future indebtedness of ours or require the holders of the notes to repay any amounts received with respect to the guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes. Further, the voidance of the notes could result in an event of default with respect to our and our subsidiaries other debt that could result in an acceleration of such debt.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor.

We cannot be certain as to the standards a court would use to determine whether or not we were solvent at the relevant time, or, regardless of the standard that a court uses, that the incurrence

of the guarantee would not be further subordinated to our other debt. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

If we default on our obligations to pay our indebtedness, we may not be able to make payments on the notes.

Any default under the agreements governing our indebtedness, including a default under our senior secured credit facilities that is not waived by the required lenders or a default under the indentures governing certain of our existing notes, and the remedies sought by the holders of such indebtedness, could prevent us from paying principal, premium, if any, and interest on the notes and substantially decrease the market value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness (including covenants in our senior secured credit facilities, the indentures governing certain of the existing notes and the indenture governing the notes), we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our senior secured credit facilities could elect to terminate their commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our senior secured credit facilities to avoid being in default. If we breach our covenants under our senior secured credit facilities and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under the instrument governing that indebtedness, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

Your ability to transfer the notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.

The notes are a new issue of securities for which there is no established public market. The underwriters have advised us that they intend to make a market in the notes as permitted by applicable laws and regulations; however, the underwriters are not obligated to make a market in the notes and they may discontinue their market-making activities at any time without notice. Therefore, we cannot assure you that an active market for the notes will develop or, if developed, that it will continue. Historically, the market for non investment-grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes.

We cannot assure you that the market, if any, for the notes will be free from similar disruptions or that any such disruptions may not adversely affect the prices at which you may sell your notes. In addition, subsequent to their initial issuance, the notes may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar notes, our performance and other factors.

We may not be able to repurchase the notes upon a change of control.

Under certain circumstances, and upon the occurrence of specific kinds of change of control events, we will be required to offer to repurchase all outstanding notes at 101% of their principal amount plus accrued and unpaid interest. The source of funds for any such purchase of the notes will be our available cash or cash generated from our subsidiaries operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the notes upon a change of control because we may not have sufficient financial resources to purchase all of the notes that are tendered upon a change of control. Further, we are contractually restricted under the terms of the senior secured credit facilities from repurchasing all of the notes tendered by holders upon a change of control. Accordingly, we may not be able to satisfy our obligations to purchase the notes unless it is able to refinance or obtain waivers under the instruments governing that indebtedness. Our failure to repurchase the notes upon a change of control would cause a default under the indentures and a cross-default under the instruments governing our senior secured credit facilities and the indentures governing certain of the notes. The instruments governing the senior secured credit facilities also provide that a change of control will be a default that permits lenders to accelerate the maturity of borrowings thereunder. Any of our future debt agreements may contain similar provisions.

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USE OF PROCEEDS

We estimate that our net proceeds from this offering, after deducting underwriter discounts and commissions and estimated offering expenses, will be approximately $492 million.

We intend to use the net proceeds from the notes offered hereby for general corporate purposes, which may include funding a portion of the acquisition of the remaining ownership interest in our HCA-HealthONE LLC joint venture currently owned by the Colorado Health Foundation and to pay related fees and expenses.

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CAPITALIZATION

The following table sets forth the capitalization of HCA Holdings, Inc. as of June 30, 2011:

as adjusted to give effect to

the issuance in August 2011 of $5.000 billion aggregate principal amount of notes, comprised of $3.000 billion of 6.50% senior secured first lien notes due 2020 and $2.000 billion of 7.50% senior unsecured notes due 2022 (collectively, the August notes offering);

the redemption in August 2011 of all $3.200 billion aggregate principal amount of its outstanding 91/4% Senior Secured Notes due 2016 and all $1.578 billion aggregate principal amount of its outstanding 95/8/103/8% Senior Secured Toggle Notes due 2016 (collectively, the August redemptions); and

the repurchase in September 2011 of 80,771,143 shares of HCA common stock beneficially owned by affiliates of Bank of America Corporation using a combination of cash on hand and borrowing through available credit facilities (collectively, the September stock repurchase); and

as further adjusted to give effect to this offering.

The information in this table should be read in conjunction with Summary Summary Financial Data, included in this prospectus supplement and our consolidated financial statements and related notes and condensed consolidated financial statements and related notes incorporated by reference herein.

	As of June 30, 2011	
	As Adjusted for the August Notes Offering, the August Redemptions and the September Stock Repurchase	**As Further Adjusted for this Offering**
	(Unaudited) *(Dollars in millions)*	
Cash and cash equivalents[1]	$ 539	$ 1,031
Senior secured credit facilities[2]	$ 10,404	$ 10,404
First lien notes[3]	7,078	7,078
Other secured indebtedness[4]	304	304
Second lien notes[5]	196	196

Total senior secured indebtedness		17,982		17,982
Existing unsecured indebtedness[6]		9,343		9,343
Senior unsecured notes offered hereby				500
Total debt		27,325		27,825
Stockholders deficit attributable to HCA Holdings, Inc.		(10,183)		(10,183)
Noncontrolling interests		1,147		1,147
Total stockholders deficit		(9,036)		(9,036)
Total capitalization	$	18,289	$	18,789

(1) As further adjusted for this offering reflects an estimated $492 million of net proceeds from this offering calculated after deducting underwriting discounts and commissions and estimated offering expenses.

(2) Consists of (i) a $2.000 billion asset-based revolving credit facility (which is expected to be increased to $2.500 billion and extended to 2016) maturing on November 16, 2012 (the asset-based revolving credit facility) ($1.875 billion outstanding at June 30, 2011, as adjusted to give effect to the August notes offering, the August redemptions and the September stock repurchase); (ii) a $2.000 billion senior secured revolving credit facility maturing on November 17, 2015 (the senior secured revolving credit facility) ($988 million outstanding at June 30, 2011, without giving effect to outstanding letters of credit, as adjusted to give effect to the September stock repurchase); (iii) a $472 million senior secured term loan A-1 facility maturing on November 17, 2012; (iv) a $586 million senior secured term loan A-2 facility maturing on May 2, 2016; (v) a $1.689 billion senior secured term loan B-1 facility maturing on November 17, 2013; (vi) a $2.000 billion senior secured term loan B-2 facility maturing on March 31, 2017; (vii) a $2.373 billion senior secured term loan B-3 facility maturing on May 1, 2018; and (viii) a 291 million, or $421 million-equivalent, senior secured European term loan facility maturing on November 17, 2013. We refer to the facilities described under (ii) through (viii) above, collectively, as the cash flow credit facility and, together with the asset-based revolving credit facility, the senior secured credit facilities. Does not give effect to amounts that may be drawn under the revolving credit facility to fund our acquisition of HCA-HealthONE®, LLC, if consummated, or the proposed refinancing of our asset-based revolving credit facility. See Summary Recent Developments.

(3) Consists of (i) $1.500 billion aggregate principal amount of 81/2% first lien notes due 2019 that HCA Inc. issued in April 2009 (the April 2009 first lien notes); (ii) $1.250 billion aggregate principal amount of 77/8% first lien notes due 2020 that HCA Inc. issued in August 2009 (the August 2009 first lien notes); (iii) $1.400 billion aggregate principal amount of 71/4% first lien notes due 2020 that HCA Inc. issued in March 2010 (the March 2010 first lien notes) (iv) $3.000 billion aggregate principal amount of 6.50% first line notes due 2020 (the August 2011 first lien notes and, collectively with the April 2009 first lien notes, the August 2009 first lien notes and the March 2010 first lien notes, the first lien notes) and (v) $72 million of unamortized debt discounts that reduce the existing indebtedness.

(4) Consists of capital leases and other secured debt with a weighted average interest rate of 7.13%.

(5) Consists of (i) $201 million aggregate principal amount of 97/8% second lien notes due 2017 and (ii) $5 million of unamortized debt discounts that reduce the existing indebtedness. We refer to these notes as the second lien notes.

(6) Consists of HCA Inc. s (i) $2.000 billion aggregate principal amount of 7.50% senior notes due 2022 that HCA Inc. issued in August 2011; (ii) an aggregate principal amount of $246 million medium-term notes with maturities ranging from 2014 to 2025 and a weighted average interest rate of 8.28%; (iii) an aggregate principal amount of $886 million debentures with maturities ranging from 2015 to 2095 and a weighted average interest rate of 7.55%; (iv) an aggregate principal amount of $4.694 billion senior notes with maturities ranging from 2012 to 2033 and a weighted average interest rate of 6.54%; and (v) $8 million of unamortized debt discounts that reduce the existing indebtedness. Existing unsecured indebtedness also includes HCA Holdings, Inc. s $1.525 billion aggregate principal amount of 73/4% senior notes due 2021. For more information regarding our unsecured and other indebtedness, see Description of Other Indebtedness.

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DESCRIPTION OF OTHER INDEBTEDNESS

The summaries set forth below are qualified in their entirety by the actual text of the applicable agreements and indentures, each of which has been filed with the SEC and which may be obtained on publicly available websites at the addresses set forth under Available Information.

Senior Secured Credit Facilities

The senior secured credit facilities provide senior secured financing of $11.541 billion, consisting of:

- $7.541 billion-equivalent in term loan facilities, comprised of a $472 million senior secured term loan A-1 facility maturing on November 17, 2012, a $586 million senior secured term loan A-2 facility maturing on May 2, 2016, a $1.689 billion senior secured term loan B-1 facility maturing on November 17, 2013, a $2.000 billion senior secured term loan B-2 facility maturing on March 31, 2017, a $2.373 billion senior secured term loan B-3 facility maturing on May 1, 2018 and a 291 million, or $421 million-equivalent, senior secured European term loan facility maturing on November 17, 2013; and

- $4.000 billion in revolving credit facilities, comprised of a $2.000 billion senior secured asset-based revolving credit facility available in dollars maturing on November 16, 2012 and a $2.000 billion senior secured revolving credit facility available in dollars, euros and pounds sterling currently maturing on November 17, 2015. Availability under the asset-based revolving credit facility is subject to a borrowing base of 85% of eligible accounts receivable less customary reserves. As of September 26, 2011, our borrowing base was $1.855 billion. We expect to refinance our $2.000 billion asset-based revolving credit facility on or about September 30, 2011 to increase the total size to $2.500 billion and extend the maturity to 2016. The asset-based revolving credit facility will be subject to certain borrowing base limitations and we do not expect that the full $2.500 billion will be initially available upon the refinancing. There can be no assurance that the refinancing will be completed on the terms or timing contemplated.

We refer to these senior secured credit facilities, excluding the asset-based revolving credit facility, as the cash flow credit facility and, collectively with the asset-based revolving credit facility, the senior secured credit facilities. The asset-based revolving credit facility is documented in a separate loan agreement from the other senior secured credit facilities.

HCA Inc. is the primary borrower under the senior secured credit facilities, except that a U.K. subsidiary is the borrower under the European term loan facility. The revolving credit facilities include capacity available for the issuance of letters of credit and for borrowings on same-day notice, referred to as the swingline loans. A portion of the letter of credit availability under the cash-flow revolving credit facility is available in euros and pounds sterling. Lenders under the cash flow credit facility are subject to a loss sharing agreement pursuant to which, upon the occurrence of certain events, including a bankruptcy event of default under the cash flow credit facility, each such lender will automatically be deemed to have exchanged its interest in a particular tranche of the cash flow credit facility for a pro rata percentage in all of the tranches of the cash flow credit facility.

On February 16, 2007, the cash flow credit facility was amended to reduce the applicable margins with respect to the term borrowings thereunder. On June 20, 2007, the asset-based revolving credit facility was amended to reduce the applicable margin with respect to borrowings thereunder.

On March 2, 2009, the cash flow credit facility was amended to allow for one or more future issuances of additional secured notes, which may include notes that are secured on a *pari passu* basis or on a junior basis with the obligations under the cash flow credit facility, so long as (1) such notes do not require, subject to certain exceptions, scheduled repayments, payment of principal or redemption prior to the scheduled term loan B-1 maturity date, (2) the terms of such notes, taken as a whole, are not more restrictive than those in the cash flow credit facility and (3) no subsidiary of HCA

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Inc. that is not a U.S. guarantor is an obligor of such additional secured notes, and such notes are not secured by any European collateral securing the cash flow credit facility. The U.S. security documents related to the cash flow credit facility were also amended and restated in connection with the amendment in order to give effect to the security interests to be granted to holders of such additional secured notes.

On March 2, 2009, the asset-based revolving credit facility was amended to allow for one or more future issuances of additional secured notes or loans, which may include notes or loans that are secured on a *pari passu* basis or on a junior basis with the obligations under the cash flow credit facility, so long as (1) such notes or loans do not require, subject to certain exceptions, scheduled repayments, payment of principal or redemption prior to the scheduled term loan B-1 maturity date, (2) the terms of such notes or loans, as applicable, taken as a whole, are not more restrictive than those in the cash flow credit facility and (3) no subsidiary of HCA Inc. that is not a U.S. guarantor is an obligor of such additional secured notes. The amendment to the asset-based revolving credit facility also altered the excess facility availability requirement to include a separate minimum facility availability requirement applicable to the asset-based revolving credit facility and increased the applicable LIBOR and asset-based revolving margins for all borrowings under the asset-based revolving credit facility by 0.25% each.

On June 18, 2009, the cash flow credit facility was amended to permit unlimited refinancings of the term loans initially incurred in November 2006 under the cash flow credit facility (the initial term loans), as well as any previously incurred refinancing term loans through the incurrence of new term loans under the cash flow credit facility (refinancing term loans), (collectively, with the initial term loans, the then-existing term loans), and to permit the establishment of one or more series of commitments under replacement cash flow revolvers under the cash flow credit facility (replacement revolver) to replace all or a portion of the revolving commitments initially established in November 2006 under the cash flow credit facility (the initial revolver) as well as any previously issued replacement revolvers (with no more than three series of revolving commitments to be outstanding at any time) in each case, subject to the terms described below. The amendment to the cash flow credit facility further permits the maturity date of any then-existing term loan to be extended (any such loans so extended, the extended term loans). The amendment to the cash flow credit facility provides that:

As to refinancing term loans, (1) the proceeds from such refinancing term loans be used to repay in full the initial term loans before being used to repay any previously issued refinancing term loans; (2) the refinancing term loans mature no earlier than the latest maturity date of any of the initial term loans; (3) the weighted average life to maturity for the refinancing term loans be no shorter than the remaining weighted average life to maturity of the tranche B term loan under the cash flow credit facility measured at the time such refinancing term loans are incurred; and (4) refinancing term loans will not share in mandatory prepayments resulting from the creation or issuance of extended term loans and/or first lien notes until the initial term loans are repaid in full but will share in other mandatory prepayments such as those from asset sales.

As to replacement revolvers, terms of such replacement revolver be substantially identical to the commitments being replaced, other than with respect to maturity, size of any swingline loan and/or letter of credit subfacilities and pricing.

As to extended term loans, (1) any offer to extend must be made to all lenders under the term loan being extended, and, if such offer is oversubscribed, the extension will be allocated ratably to the lenders according to the respective amounts then held by the accepting lenders; (2) each series of extended term loans having the same interest margins, extension fees and amortization schedule shall be a separate class of term loans; and (3) extended term loans will not share in mandatory prepayments resulting from the creation or issuance of refinancing term loans and/or first lien notes until the

initial term loans are repaid in full but will share in other mandatory prepayments such as those from asset sales.

Any refinancing term loans and any obligations under replacement revolvers will have a *pari passu* claim on the collateral securing the initial term loans and the initial revolver.

On April 6, 2010, the cash flow credit facility was amended to (i) extend the maturity date for $2.0 billion of the tranche B term loans from November 17, 2013 to March 31, 2017 and (ii) increase the ABR margin and LIBOR margin with respect to such extended term loans to 2.25% and 3.25%, respectively. The maturity date, interest margins and fees, as applicable, with respect to all other loans, and all commitments and letters of credit, outstanding under the cash flow credit facility remain unchanged.

On November 8, 2010, an amended and restated joinder agreement was entered into with respect to the cash flow credit facility to establish a new replacement revolving credit series, which will mature on November 17, 2015. Under the amended and restated joinder agreement, these replacement revolving credit commitments became effective upon completion of our initial public offering.

On May 4, 2011, the cash flow credit facility and asset-based revolving credit facility were amended and restated, respectively, to, among other things, (i) permit HCA Inc. and its restricted subsidiaries to issue new unsecured and second lien notes so long as (x) HCA Inc. would be, following such issuance, be in compliance with its maintenance covenants under the respective credit facilities, (y) the maturity of the new notes is later than the final maturity date and (z) the covenants of the new notes are no more restrictive than those under HCA Inc. s second lien notes, (ii) allow HCA Inc. and its restricted subsidiaries to issue new first lien notes and first lien term loans, subject to a maximum first lien leverage ratio of 3.75 to 1.00, so long as (x) HCA Inc. complies with the same covenant restrictions that apply to the issuance of new unsecured and second lien notes described above and (y) the maturity of the new first lien debt is later than the final maturity date and (iii) revise the change of control definition to provide that, in addition to acquiring, on a fully diluted basis, at least 35% of HCA Inc. s voting stock, a third party must also acquire, on a fully diluted basis, ownership of HCA Inc. s voting stock greater than that then held by those equity holders of HCA Holdings, Inc. that existed prior to HCA Holdings, Inc. s initial public offering in order to trigger a change of control.

In addition to the amendments described above, the cash flow credit facility was amended to (A) remove restrictions on the prepayment of second lien, senior unsecured or subordinated debt and (B) increase the general investment basket from $1.5 billion to the greater of (i) $3.0 billion or (ii) 12% of HCA Inc. s total assets.

The cash flow credit facility was also amended to (i) extend the maturity date of $594 million of HCA Inc. s term loan A facility from November 17, 2012 to May 2, 2016 and increases the ABR margin and LIBOR margin with respect to such extended term loans to 1.50% and 2.50%, respectively and (ii) extend the maturity date of $537 million of HCA Inc. s term loan A facility from November 17, 2012 to May 1, 2018 and $1.836 billion of HCA Inc. s term loan B-1 facility from November 17, 2013 to May 1, 2018 and increase the ABR margin and LIBOR margin with respect to such extended term loans to 2.25% and 3.25%, respectively.

Interest Rates and Fees

Borrowings under the senior secured credit facilities bear interest at a rate equal to, at HCA Inc. s option, either (a) LIBOR for deposits in the applicable currency plus an applicable margin or (b) the higher of (1) the prime rate of Bank of America, N.A. and (2) the federal funds effective rate plus 0.50%, plus an applicable margin. The applicable margins in effect for borrowings as of June 30, 2011 are (i) under the asset-based revolving credit facility, 0.25% with respect to base rate borrowings and 1.25% with respect to LIBOR borrowings (expected to increase to 0.50% and 1.50%, respectively, after the proposed refinancing), (ii) under the senior secured revolving credit facility, 0.50% with respect to base rate borrowings and 1.50% with respect to LIBOR borrowings, (iii) under

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the term loan A-1 facility, 0.25% with respect to base rate borrowings and 1.25% with respect to LIBOR borrowings, (iv) under the term loan A-2 facility, 1.50% with respect to base rate borrowings and 2.50% with respect to LIBOR borrowings, (v) under the term loan B-1 facility, 1.25% with respect to base rate borrowings and 2.25% with respect to LIBOR borrowings, (vi) under the term loan B-2 facility and term loan B-3 facility, 2.25% with respect to base rate borrowings and 3.25% with respect to LIBOR borrowings, and (vii) under the European term loan facility, 2.00% with respect to LIBOR borrowings. Certain of the applicable margins may be reduced or increased depending on HCA Inc. s leverage ratios.

In addition to paying interest on outstanding principal under the senior secured credit facilities, HCA Inc. is required to pay a commitment fee to the lenders under the revolving credit facilities in respect of the unutilized commitments thereunder. The commitment fee rate as of June 30, 2011 is 0.375% per annum for the revolving credit facility and 0.25% for the asset-based revolving credit facility. The commitment fee rates may fluctuate due to changes in specified leverage ratios. HCA Inc. must also pay customary letter of credit fees.

Prepayments

The cash flow credit facility requires HCA Inc. to prepay outstanding term loans, subject to certain exceptions, with:

- 50% (which percentage will be reduced to 25% if HCA Inc. s total leverage ratio is 5.50x or less and to 0% if HCA Inc. s total leverage ratio is 5.00x or less) of HCA Inc. s annual excess cash flow;

- 100% of the compensation for any casualty event, proceeds from permitted sale-leasebacks and the net cash proceeds of all nonordinary course asset sales or other dispositions of property, other than the Receivables Collateral, as defined below, if HCA Inc. does not (1) reinvest or commit to reinvest those proceeds in assets to be used in our business or to make certain other permitted investments within 15 months as long as, in the case of any such commitment to reinvest or make certain other permitted investments, such investment is completed within such 15-month period or, if later, within 180 days after such commitment is made or (2) apply such proceeds within 15 months to repay debt of HCA Inc. that was outstanding on the effective date of the Recapitalization scheduled to mature prior to the earliest final maturity of the senior secured credit facilities then outstanding; and

- 100% of the net cash proceeds of any incurrence of debt, other than proceeds from the receivables facilities and other debt permitted under the senior secured credit facilities.

The foregoing mandatory prepayments are applied among the term loan facilities (1) during the first three years after the effective date of the Recapitalization, pro rata to such facilities based on the respective aggregate amounts of unpaid principal installments thereof due during such period, with amounts allocated to each facility being applied to the remaining installments thereof in direct order of maturity and (2) thereafter, pro rata to such facilities, with amounts allocated to each facility being applied pro rata among the term loan A-1 facility, term loan A-2 facility, the term loan B-1 facility, the term loan B-2 facility, term loan B-3 facility and the European term loan facility based upon the applicable remaining repayment amounts due thereunder. Notwithstanding the foregoing, (i) proceeds of asset sales by foreign subsidiaries are applied solely to prepay European term loans until such term loans have been repaid in full and (ii) HCA Inc. is not required to prepay loans under the term loan A facility or the term loan B facility with net cash proceeds of asset sales or with excess cash flow, in each case attributable to foreign subsidiaries, to the extent that the repatriation of such amounts is prohibited or delayed by applicable local law or would result in material adverse tax consequences.

The asset-based revolving credit facility requires HCA Inc. to prepay outstanding loans if borrowings exceed the borrowing base.

HCA Inc. may voluntarily repay outstanding loans under the senior secured credit facilities at any time without premium or penalty, other than customary breakage costs with respect to LIBOR loans.

Amortization

HCA Inc. is required to repay the loans under the term loan facilities as follows:

- the term loan A-1 facility amortizes in quarterly installments such that the aggregate amount of the original funded principal amount of such facility repaid pursuant to such amortization payments in each year, with the quarter ending June 30, 2011, is equal to $15 million in the first quarter, $57 million in the following two quarters, $215 million in the following three quarters and with the balance being payable on the final maturity date of such term loans;

- the term loan A-2 facility amortizes in equal quarterly installments that commenced on June 30, 2011 in aggregate annual amounts equal to 1.25% of the amount outstanding, on the restatement effective date of such facility, with the balance being payable on the final maturity date of such term loans;

- each of the term loan B-1 facility and the European term loan facility currently has no remaining amortization payments,with the balance being payable on the final maturity date of such term loans;

- the term loan B-2 facility amortizes in equal quarterly installments commencing December 31, 2013 in aggregate annual amounts equal to $5 million, with the balance payable on the final maturity date of such term loans; and

- the term loan B-3 facility amortizes in equal quarterly installments commencing December 31, 2013 in aggregate annual amounts equal to 0.25% of the amount outstanding, on the restatement effective date of such facility, with the balance being payable on the final maturity date of such term loans.

Principal amounts outstanding under the revolving credit facilities are due and payable in full at maturity.

Guarantee and Security

All obligations under the senior secured credit facilities are unconditionally guaranteed by substantially all existing and future, direct and indirect, wholly-owned material domestic subsidiaries that are unrestricted subsidiaries under the 1993 Indenture (except for certain special purpose subsidiaries that only guarantee and pledge their assets under the asset-based revolving credit facility), and the obligations under the European term loan facility are also unconditionally guaranteed by HCA Inc. and each of its existing and future wholly-owned material subsidiaries formed under the laws of England and Wales, subject, in each of the foregoing cases, to any applicable legal, regulatory or contractual constraints and to the requirement that such guarantee does not cause adverse tax consequences.

All obligations under the asset-based revolving credit facility, and the guarantees of those obligations, are secured, subject to permitted liens and other exceptions, by a first-priority lien on substantially all of the receivables of the borrowers and each guarantor under such asset-based revolving credit facility (the Receivables Collateral). All obligations under the cash flow credit facility and the guarantees of such obligations, are secured, subject to permitted liens and other exceptions, by:

- a first-priority lien on the capital stock owned by HCA Inc. or by any U.S. guarantor in each of their respective first-tier subsidiaries (limited, in the case of foreign subsidiaries, to 65% of the voting stock of such subsidiaries);

- a first-priority lien on substantially all present and future assets of HCA Inc. and of each U.S. guarantor other than (i) Principal Properties (as defined in the 1993 Indenture), except for certain Principal Properties the aggregate amount of indebtedness secured thereby in respect of the cash flow credit facility and the first lien notes and any future first lien obligations, taken as a whole, do not exceed 10% of Consolidated Net Tangible Assets (as defined under the 1993 Indenture), (ii) certain other real properties and (iii) deposit accounts, other bank or securities accounts, cash, leaseholds, motor-vehicles and certain other exceptions (such collateral under this and the preceding bullet, the Non-Receivables Collateral); and

- a second-priority lien on certain of the Receivables Collateral (such portion of the Receivables Collateral, the Shared Receivables Collateral ; the Receivables Collateral that does not secure such cash flow credit facility on a second-priority basis is referred to as the Separate Receivables Collateral).

The obligations of the borrowers and the guarantors under the European term loan facility are also secured by substantially all present and future assets of the European subsidiary borrower and each European guarantor (the European Collateral), subject to permitted liens and other exceptions (including, without limitation, exceptions for deposit accounts, other bank or securities accounts, cash, leaseholds, motor-vehicles and certain other exceptions) and subject to such security interests otherwise being permitted by applicable law and contract and not resulting in adverse tax consequences. Neither our first lien notes nor our second lien notes are secured by any of the European Collateral.

Certain Covenants and Events of Default

The senior secured credit facilities contain a number of covenants that, among other things, restrict, subject to certain exceptions, HCA Inc. s ability and the ability of its restricted subsidiaries to:

- incur additional indebtedness;

- create liens;

- enter into sale and leaseback transactions;

- engage in mergers or consolidations;

- sell or transfer assets;

- pay dividends and distributions or repurchase capital stock;

- make investments, loans or advances;

- with respect to the asset-based revolving credit facility, prepay certain subordinated indebtedness, the second lien notes and certain other indebtedness existing on the effective date of the Recapitalization (Retained Indebtedness), subject to certain exceptions;

- make certain acquisitions;

- engage in certain transactions with affiliates;

make certain material amendments to agreements governing certain subordinated indebtedness, the second lien notes or Retained Indebtedness; and

change lines of business.

In addition, the senior secured credit facilities require the following financial covenants to be maintained:

- in the case of the asset-based revolving credit facility, a minimum interest coverage ratio (applicable only when availability under such facility is less than 10% of the borrowing base thereunder); and

- in the case of the other senior secured credit facilities, a maximum total leverage ratio.

The senior secured credit facilities also contain certain customary affirmative covenants and events of default, including a change of control.

Senior Secured Notes

In connection with the Corporate Reorganization, HCA Holdings, Inc. became a guarantor of HCA Inc. s senior secured notes described below but is not subject to the covenants that apply to HCA Inc. or HCA Inc. s restricted subsidiaries under those notes.

Overview of Senior Secured First Lien Notes

As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering and the August redemptions, HCA Inc. had $7.150 billion aggregate principal amount of senior secured first lien notes consisting of:

- $1.500 billion aggregate principal amount of 81/2% senior secured notes due 2019 issued by HCA Inc. on April 22, 2009 at a price of 96.755% of their face value, resulting in $1.451 billion of gross proceeds;

- $1.250 billion aggregate principal amount of 77/8% senior secured notes due 2020 issued by HCA Inc. on August 11, 2009 at a price of 98.254% of their face value, resulting in $1.228 billion of gross proceeds;

- $1.400 billion aggregate principal amount of 71/4% senior secured first lien notes due 2020 issued by HCA Inc. on March 10, 2010 at a price of 99.095% of their face value, resulting in $1.387 billion of gross proceeds; and

- $3.000 billion aggregate principal amount of 6.50% senior secured first lien notes due 2020 issued by HCA Inc. on August 1, 2011 at a price of 100% of their face value, resulting in $3.000 billion of gross proceeds (the August 2011 first lien notes).

We refer to these notes issued on April 22, 2009, August 11, 2009, March 10, 2010, and August 1, 2011 as the first lien notes and the indentures governing the first lien notes as the first lien indentures.

The first lien notes and the related guarantees are secured by first-priority liens, subject to permitted liens, on HCA Inc. s subsidiary guarantors assets, subject to certain exceptions, that secure HCA Inc. s cash flow credit facility on a first-priority basis and are secured by second-priority liens, subject to permitted liens, on HCA Inc. s subsidiary guarantors assets that secure HCA Inc. s asset-based revolving credit facility on a first-priority basis and HCA Inc. s cash flow credit facility on a second-priority basis.

Overview of Senior Secured Second Lien Notes

As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering and the August redemptions, HCA Inc. had senior secured second lien notes consisting of $201 million aggregate principal amount of 97/8% senior secured notes due 2017.

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We refer to these notes as the second lien notes and, together with the first lien notes, the secured notes. We refer to the indenture governing the second lien notes as the second lien indenture and, together with the first lien indentures, the indentures governing the secured notes.

These second lien notes and the related guarantees are secured by second-priority liens, subject to permitted liens, on HCA Inc. s subsidiary guarantors assets, subject to certain exceptions, that secure the cash flow credit facility on a first-priority basis and are secured by third-priority liens, subject to permitted liens, on HCA Inc. s and its subsidiary guarantors assets that secure the asset-based revolving credit facility on a first-priority basis and the cash flow credit facility on a second-priority basis.

Optional Redemption

The indentures governing the secured notes permit HCA Inc. to redeem some or all of the secured notes at any time at redemption prices described or as set forth in the respective indenture.

Change of Control

In addition, the indentures governing the secured notes provide that, upon the occurrence of a change of control as defined therein, each holder of secured notes has the right to require us to repurchase some or all of such holder s secured notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

Covenants

The indentures governing the secured notes contain covenants limiting, among other things, HCA Inc. s ability and the ability of its restricted subsidiaries to, subject to certain exceptions:

- incur additional debt or issue certain preferred stock (other than the August 2011 first lien notes);
- engage in certain sale lease-back transactions (only the August 2011 first lien notes)
- pay dividends on or make certain distributions of capital stock or make other restricted payments (other than the August 2011 first lien notes);
- create certain liens or encumbrances;
- sell certain assets;
- enter into certain transactions with affiliates (other than the August 2011 first lien notes);
- make certain investments (other than the August 2011 first lien notes); and
- consolidate, merge, sell or otherwise dispose of all or substantially all of HCA Inc. s assets.

The extent of such restrictions varies by series. The indentures governing certain of the secured notes also contain a covenant limiting HCA Inc. s ability to prepay certain series of unsecured notes based on the maturity of those unsecured notes. In particular, the indenture governing the first lien notes issued in April 2009 permits HCA Inc. to prepay only those unsecured notes maturing on or prior to April 15, 2019, the indenture governing the first lien notes issued in August 2009 permits HCA Inc. to prepay only those unsecured notes maturing on or prior to February 15, 2020 and the indenture governing the notes issued in February 2009 permits HCA Inc. to prepay only those unsecured notes maturing on or prior to November 15, 2016.

Events of Default

The indentures governing the secured notes also provide for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the secured notes to become or to be declared due and payable.

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Other Secured Indebtedness

As of June 30, 2011, HCA Inc. had approximately $304 million of capital leases and other secured debt outstanding.

Under the lease with HRT of Roanoke, Inc., effective December 20, 2005, HCA Inc. makes annual payments for rent and additional expenses for the use of premises in Roanoke and Salem, Virginia. The rent payments will increase each year beginning January 1, 2007 by the lesser of 3% or the change in the Consumer Price Index. The lease is for a fixed term of 12 years with the option to extend the lease for another ten years.

Under the lease with Medical City Dallas Limited, effective March 18, 2004, HCA Inc. makes annual payments for rent for the use of premises that are a part of a complex known as Medical City Dallas located in Dallas, Texas. The rent payment is adjusted yearly based on the fair market value of the premises and a capitalization rate. The initial term is 240 months with the option to extend for two more terms of 240 months each.

Unsecured Indebtedness

Overview

As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering and the August redemptions, HCA Inc. had outstanding an aggregate principal amount of $7.580 billion of senior notes and debentures, consisting of the following series:

$402,499,000 aggregate principal amount of 6.95% Senior Notes due 2012;

$500,000,000 aggregate principal amount of 6.30% Senior Notes due 2012;

$500,000,000 aggregate principal amount of 6.25% Senior Notes due 2013;

$500,000,000 aggregate principal amount of 6.75% Senior Notes due 2013;

$500,000,000 aggregate principal amount of 5.75% Senior Notes due 2014;

$150,000,000 aggregate principal amount of 7.19% Debentures due 2015;

$750,000,000 aggregate principal amount of 6.375% Senior Notes due 2015;

$1,000,000,000 aggregate principal amount of 6.50% Senior Notes due 2016;

$2,000,000,000 aggregate principal amount of 7.50% Senior Notes due 2022;

$135,645,000 aggregate principal amount of 7.50% Debentures due 2023;

$150,000,000 aggregate principal amount of 8.36% Debentures due 2024;

$291,436,000 aggregate principal amount of 7.69% Senior Notes due 2025;

$150,000,000 aggregate principal amount of 7.05% Debentures due 2027;

$250,000,000 aggregate principal amount of 7.50% Senior Notes due 2033;

$100,000,000 aggregate principal amount of 7.75% Debentures due 2036; and

$200,000,000 aggregate principal amount of 7.50% Debentures due 2095.

As of June 30, 2011, on an as adjusted basis after giving effect to the August notes offering and the August redemptions, HCA Inc. also had outstanding $121,110,000 aggregate principal amount of 9.00% Medium Term Notes due 2014 and $125,000,000 aggregate principal amount of 7.58% Medium Term Notes due 2025.

All of HCA Inc. s outstanding series of senior notes, debentures and medium term notes listed above were issued under an indenture, which we refer to as the 1993 indenture, with the exception

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of the $2,000,000,000 aggregate principal amount of 7.50% senior notes due 2022 (the August 2011 unsecured notes), which were issued in the August notes offering under a separate indenture (the new indenture) with terms similar to the 1993 indenture. We refer to the 1993 indenture and the new indenture as the indentures, collectively.

Optional Redemption

If permitted by the respective indenture, HCA Inc. is permitted to redeem some or all of that series of unsecured notes at any time at redemption prices described or as set forth in such supplemental indenture.

Covenants

The indentures contain covenants limiting, among other things, HCA Inc. s ability and/or the ability of HCA Inc. s restricted subsidiaries to (subject to certain exceptions):