

HCA Holdings, Inc.
Form 4
November 05, 2013

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNAUGHTON JOHN

(Last) (First) (Middle)

**C/O BAIN CAPITAL PARTNERS,
LLC, JOHN HANCOCK TOWER,
200 CLARENDON ST**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HCA Holdings, Inc. [HCA]

3. Date of Earliest Transaction
(Month/Day/Year)

11/01/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01	11/01/2013		S	14,580,887	D \$ 46.92 (1)	35,331,374 I	See Footnotes (3) (4) (5) (6) (7)
Common Stock, Par Value \$0.01	11/01/2013		D	5,328,218	D \$ 46.92 (2)	30,003,156 I	See Footnotes (3) (4) (5) (6) (7)

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CONNAUGHTON JOHN
C/O BAIN CAPITAL PARTNERS, LLC
JOHN HANCOCK TOWER, 200 CLARENDON ST
BOSTON, MA 02116

X

Signatures

/s/ John

Connaughton

11/05/2013

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares of Common Stock of HCA sold in an underwritten secondary offering (the "Offering").

(2) Represents share of Common Stock of HCA repurchased (the "Repurchase") by HCA Holdings, Inc.

The shares of HCA Holdings, Inc. ("HCA") reported on this Form 4 are held of record by Hercules Holding II, LLC ("Hercules II").
(3) Hercules II is held by a private investor group, including affiliates of Bain Capital Investors, LLC ("BCI"), Kohlberg Kravis & Roberts & Co. LLC and Merrill Lynch Global Private Equity, and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Affiliates of BCI indirectly own 30,003,156 shares of Common Stock of HCA.

(4)

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BCI is the administrative member Bain Capital Integral Investors 2006, LLC ("Integral 2006"). On November 1, 2013, Integral 2006 sold 13,520,432 shares of Common Stock of HCA in the Offering and 4,951,529 shares of Common Stock of HCA in the Repurchase. Following such sales, Integral 2006 held 27,882,022 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 27,882,022 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II.

- (5) BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). On November 1, 2013, BCIP TCV sold 100,544 shares of Common Stock of HCA in the Offering and 35,715 shares of Common Stock of HCA in the Repurchase. Following such sales, BCIP TCV owned 201,109 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 201,109 shares of Common Stock of HCA indirectly owned by BCIP TCV by virtue of its membership in Hercules II.

- (6) BCI is the administrative member of Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"). On November 1, 2013, Hercules Investors sold 959,911 share of Common Stock of HCA in the Offering and 9,920,024 shares of Common Stock of HCA in the Repurchase. Following such sales, Hercules Investors held 1,920,024 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to 1,920,024 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II.

- (7) The governance, investment strategy and decision making process with respect to the investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Mr. John Connaughton is a Managing Director of BCI and a member of GPEB. By virtue of the relationships described in these footnotes, Mr. Connaughton may be deemed to share voting and dispositive power with respect to the 128,918,383 shares of Common Stock of HCA held by Hercules II. Mr. Connaughton disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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