

Hilton Worldwide Holdings Inc.  
Form SC 13G/A  
July 03, 2014

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**HILTON WORLDWIDE HOLDINGS INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**43300A 104**

**(CUSIP Number)**

**June 30, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP No. 43300A 104

Page 2 of 50 Pages

1. Name of reporting persons:

HLT Holdco III LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 383,603,683

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

383,603,683

9. Aggregate amount beneficially owned by each reporting person:

383,603,683

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

39.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 43300A 104

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1. Name of reporting persons:

HLT Holdco II LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 569,104,195

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

569,104,195

9. Aggregate amount beneficially owned by each reporting person:

569,104,195

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

*57.8%*

12. Type of reporting person (see instructions):

OO

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CUSIP No. 43300A 104

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1. Name of reporting persons:

HLT BREP VI.TE.2 Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 56,769,077

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 99,158

8. Shared dispositive power:

with

56,669,919

9. Aggregate amount beneficially owned by each reporting person:

56,769,077

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

5.8%

12. Type of reporting person (see instructions):

OO



CUSIP No. 43300A 104

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1. Name of reporting persons:

Blackstone Real Estate Partners VI.TE.2 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 56,769,077

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 99,158

8. Shared dispositive power:

with

56,669,919

9. Aggregate amount beneficially owned by each reporting person:

56,769,077

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

5.8%

12. Type of reporting person (see instructions):

LP

CUSIP No. 43300A 104

Page 6 of 50 Pages

1. Name of reporting persons:

HLT BREH VI Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 1,999,809

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 3,584

8. Shared dispositive power:

with

1,996,225

9. Aggregate amount beneficially owned by each reporting person:

1,999,809

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.2%

12. Type of reporting person (see instructions):

OO

CUSIP No. 43300A 104

Page 7 of 50 Pages

1. Name of reporting persons:

HLT BREH VI Holdings Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 1,999,809

6. Shared voting power:

beneficially

owned by 0

7. Sole dispositive power:

each

reporting

person 3,584

8. Shared dispositive power:

with

1,996,225

9. Aggregate amount beneficially owned by each reporting person:

1,999,809

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.2%

12. Type of reporting person (see instructions):

OO

13G

CUSIP No. 43300A 104

Page 8 of 50 Pages

1. Name of reporting persons:

Blackstone Real Estate Holdings VI L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 1,999,809

6. Shared voting power:

beneficially

owned by 0

7. Sole dispositive power:

each

reporting

person 3,584

8. Shared dispositive power:

with

1,996,225

9. Aggregate amount beneficially owned by each reporting person:

1,999,809

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.2%

12. Type of reporting person (see instructions):

PN



13G

CUSIP No. 43300A 104

Page 9 of 50 Pages

1. Name of reporting persons:

BREP VI Side-by-Side GP L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 1,999,809

6. Shared voting power:

beneficially

owned by 0

7. Sole dispositive power:

each

reporting

person 3,584

8. Shared dispositive power:

with

1,996,225

9. Aggregate amount beneficially owned by each reporting person:

1,999,809

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.2%

12. Type of reporting person (see instructions):

OO

CUSIP No. 43300A 104

Page 10 of 50 Pages

1. Name of reporting persons:

HLT BREH Intl II Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 337,022

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 604

8. Shared dispositive power:

with

336,418

9. Aggregate amount beneficially owned by each reporting person:

337,022

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.03%

12. Type of reporting person (see instructions):

OO

13G

CUSIP No. 43300A 104

Page 11 of 50 Pages

1. Name of reporting persons:

HLT BREH Intl II Holdings Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 337,022

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 604

8. Shared dispositive power:

with

336,418

9. Aggregate amount beneficially owned by each reporting person:

337,022

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.03%

12. Type of reporting person (see instructions):

OO

13G

CUSIP No. 43300A 104

Page 12 of 50 Pages

1. Name of reporting persons:

Blackstone Real Estate Holdings International II-Q L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 337,022

6. Shared voting power:

beneficially

owned by 0

7. Sole dispositive power:

each

reporting

person 604

8. Shared dispositive power:

with

336,418

9. Aggregate amount beneficially owned by each reporting person:

337,022

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.03%

12. Type of reporting person (see instructions):

PN



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CUSIP No. 43300A 104

Page 13 of 50 Pages

1. Name of reporting persons:

Blackstone Real Estate International II-Q GP L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 337,022

6. Shared voting power:

beneficially

owned by 0

7. Sole dispositive power:

each

reporting

person 604

8. Shared dispositive power:

with

336,418

9. Aggregate amount beneficially owned by each reporting person:

337,022

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.03%

12. Type of reporting person (see instructions):

PN

13G

CUSIP No. 43300A 104

Page 14 of 50 Pages

1. Name of reporting persons:

Blackstone Real Estate International II-Q GP L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 337,022

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 604

8. Shared dispositive power:

with

336,418

9. Aggregate amount beneficially owned by each reporting person:

337,022

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

0.03%

12. Type of reporting person (see instructions):

OO

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CUSIP No. 43300A 104

Page 15 of 50 Pages

1. Name of reporting persons:

HLT Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 570,129,175

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 1,024,980

8. Shared dispositive power:

with

569,104,195

9. Aggregate amount beneficially owned by each reporting person:

570,129,175

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

*57.9%*

12. Type of reporting person (see instructions):

OO

13G

CUSIP No. 43300A 104

Page 16 of 50 Pages

1. Name of reporting persons:

Blackstone A23 Holdings LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 19,757,661

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 19,757,661

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

19,757,661

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

2.0%

12. Type of reporting person (see instructions):

OO



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CUSIP No. 43300A 104

Page 17 of 50 Pages

1. Name of reporting persons:

BH Hotels Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 570,129,175

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 1,024,980

8. Shared dispositive power:

with

569,104,195

9. Aggregate amount beneficially owned by each reporting person:

570,129,175

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

*57.9%*

12. Type of reporting person (see instructions):

OO

13G

CUSIP No. 43300A 104

Page 18 of 50 Pages

1. Name of reporting persons:

Blackstone Real Estate Partners VI L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 0

6. Shared voting power:

beneficially

owned by 589,886,836

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

589,886,836

9. Aggregate amount beneficially owned by each reporting person:

589,886,836

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

59.9%

12. Type of reporting person (see instructions):

PN

CUSIP No. 43300A 104

Page 19 of 50 Pages

1. Name of reporting persons:

Blackstone Capital Partners V L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 0

6. Shared voting power:

beneficially

owned by 589,886,836

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

589,886,836

9. Aggregate amount beneficially owned by each reporting person:

589,886,836

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

59.9%

12. Type of reporting person (see instructions):

PN

13G

CUSIP No. 43300A 104

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1. Name of reporting persons:

Blackstone Management Associates V L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 0

6. Shared voting power:

beneficially

owned by 589,886,836

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

589,886,836

9. Aggregate amount beneficially owned by each reporting person:

589,886,836

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

59.9%

12. Type of reporting person (see instructions):

OO



CUSIP No. 43300A 104

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1. Name of reporting persons:

BMA V L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 0

6. Shared voting power:

beneficially

owned by 589,886,836

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

589,886,836

9. Aggregate amount beneficially owned by each reporting person:

589,886,836

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

59.9%

12. Type of reporting person (see instructions):

OO

13G

CUSIP No. 43300A 104

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1. Name of reporting persons:

Blackstone Real Estate Associates VI L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 56,769,077  
6. Shared voting power:

beneficially

owned by 589,886,836  
each 7. Sole dispositive power:

reporting

person 99,158  
8. Shared dispositive power:

with

646,566,755

9. Aggregate amount beneficially owned by each reporting person:

646,655,913

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

65.7%

12. Type of reporting person (see instructions):

PN

13G

CUSIP No. 43300A 104

Page 23 of 50 Pages

1. Name of reporting persons:

BREA VI L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 56,769,077  
6. Shared voting power:

beneficially

owned by 589,886,836  
each 7. Sole dispositive power:

reporting

person 99,158  
8. Shared dispositive power:

with

646,566,755

9. Aggregate amount beneficially owned by each reporting person:

646,655,913

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

65.7%

12. Type of reporting person (see instructions):

OO

CUSIP No. 43300A 104

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1. Name of reporting persons:

Blackstone Holdings III L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Quebec, Canada

5. Sole voting power:

Number of

shares 648,992,744

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 20,885,987

8. Shared dispositive power:

with

628,106,757

9. Aggregate amount beneficially owned by each reporting person:

648,992,744

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

65.9%

12. Type of reporting person (see instructions):

PN



CUSIP No. 43300A 104

Page 25 of 50 Pages

1. Name of reporting persons:

Blackstone Holdings III GP L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 648,992,744

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 20,885,987

8. Shared dispositive power:

with

628,106,757

9. Aggregate amount beneficially owned by each reporting person:

648,992,744

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

65.9%

12. Type of reporting person (see instructions):

PN

CUSIP No. 43300A 104

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1. Name of reporting persons:

Blackstone Holdings III GP Management L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 648,992,744

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 20,885,987

8. Shared dispositive power:

with

628,106,757

9. Aggregate amount beneficially owned by each reporting person:

648,992,744

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

65.9%

12. Type of reporting person (see instructions):

OO

CUSIP No. 43300A 104

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1. Name of reporting persons:

The Blackstone Group L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 648,992,744

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 20,885,987

8. Shared dispositive power:

with

628,106,757

9. Aggregate amount beneficially owned by each reporting person:

648,992,744

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

65.9%

12. Type of reporting person (see instructions):

PN

13G

CUSIP No. 43300A 104

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1. Name of reporting persons:

Blackstone Group Management L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 648,992,744

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 20,885,987

8. Shared dispositive power:

with

628,106,757

9. Aggregate amount beneficially owned by each reporting person:

648,992,744

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

65.9%

12. Type of reporting person (see instructions):

OO



13G

CUSIP No. 43300A 104

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1. Name of reporting persons:

Stephen A. Schwarzman

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

United States

5. Sole voting power:

Number of

shares 648,992,744

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 20,885,987

8. Shared dispositive power:

with

628,106,757

9. Aggregate amount beneficially owned by each reporting person:

648,992,744

10. Check Box if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9):

65.9%

12. Type of reporting person (see instructions):

IN

**Item 1. (a). Name of Issuer**

Hilton Worldwide Holdings Inc. (the Company )

**(b). Address of Issuer s Principal Executive Offices:**

7930 Jones Branch Drive, Suite 1100,  
McLean, Virginia, 22102

**Item 2(a). Name of Person Filing**

**Item 2(b). Address of Principal Business Office**

**Item 2(c). Citizenship**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

- (i) HLT Holdco III LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (ii) HLT Holdco II LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (iii) HLT BREP VI.TE.2 Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (iv) Blackstone Real Estate Partners VI.TE.2 L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (v) HLT BREH VI Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (vi) HLT BREH VI Holdings Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

- (vii) Blackstone Real Estate Holdings VI L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (viii) BREP VI Side-by-Side GP L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (ix) HLT BREH Intl II Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (x) HLT BREH Intl II Holdings Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xi) Blackstone Real Estate Holdings International II-Q L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xii) Blackstone Real Estate International II-Q GP L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xiii) Blackstone Real Estate International II-Q GP L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xiv) HLT Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

- (xv) Blackstone A23 Holdings LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xvi) BH Hotels Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xvii) Blackstone Real Estate Partners VI L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xviii) Blackstone Capital Partners V L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xix) Blackstone Management Associates V L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xx) BMA V L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxi) Blackstone Real Estate Associates VI L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxii) BREA VI L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

- (xxiii) Blackstone Holdings III L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: Quebec, Canada
- (xxiv) Blackstone Holdings III GP L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxv) Blackstone Holdings III GP Management L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxvi) The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxvii) Blackstone Group Management L.L.C.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxviii) Stephen A. Schwarzman  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: United States

HLT Holdco III LLC directly holds 383,603,683 shares of Common Stock, HLT Holdco II LLC directly holds 185,500,512 shares of Common Stock, HLT BREP VI.TE.2 Holdco LLC directly holds 56,769,077 shares of Common Stock, HLT BREH VI Holdco LLC directly holds 1,999,809 shares of Common Stock, HLT BREH Intl II Holdco LLC directly holds 337,022 shares of Common Stock, HLT Holdco LLC directly holds 1,024,980 shares of Common Stock and Blackstone A23 Holdings LLC directly holds 19,757,661 shares of Common Stock (together, the Blackstone Vehicles ).

The sole member of HLT Holdco III LLC is HLT Holdco II LLC. The sole member of HLT Holdco II LLC is HLT Holdco LLC. The sole member of HLT Holdco LLC is BH Hotels Holdco LLC ( BH Hotels ). The managing members of BH Hotels are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.



The sole member of HLT BREH Intl II Holdco LLC is HLT BREH Intl II Holdings Holdco LLC. The controlling member of HLT BREH Intl II Holdings Holdco LLC is Blackstone Real Estate Holdings International II-Q L.P. The general partner of Blackstone Real Estate Holdings International II-Q L.P. is Blackstone Real Estate International II-Q GP L.P. The general partner of Blackstone Real Estate International II-Q GP L.P. is Blackstone Real Estate International II-Q GP L.L.C. The sole member of Blackstone Real Estate International II-Q GP L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT BREP VI.TE.2 Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of BREA VI L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT BREH VI Holdco LLC is HLT BREH VI Holdings Holdco LLC. The controlling member of HLT BREH VI Holdings Holdco LLC is Blackstone Real Estate Holdings VI L.P. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.

The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Each such Reporting Person may be deemed to beneficially own the Common Stock beneficially owned by the Blackstone Vehicles directly or indirectly controlled by it or him, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person (other than the Blackstone Vehicles to the extent they directly hold shares of Common Stock) is the beneficial owner of Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Common Stock. The filing of this statement should not be construed to be an admission that any member of the Reporting Persons are members of a group for the purposes of Sections 13(d) and 13(g) of the Act.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.01 per share (the Common Stock).

**Item 2(e). CUSIP Number:**

43300A 104



**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

**(a) Amount beneficially owned:**

Calculations of the percentage of shares of Common Stock beneficially owned assume 984,617,365 shares of Common Stock outstanding as disclosed in the final prospectus of the Company filed pursuant to Rule 424(b)(4) on June 25, 2014. As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the shares of Common Stock listed on such Reporting Person's cover page. HLT Holdco III LLC directly holds 383,603,683 shares of Common Stock, HLT Holdco II LLC directly holds 185,500,512 shares of Common Stock, HLT BREP VI.TE.2 Holdco LLC directly holds 56,769,077 shares of Common Stock, HLT BREH VI Holdco LLC directly holds 1,999,809 shares of Common Stock, HLT BREH Intl II Holdco LLC directly holds 337,022 shares of Common Stock, HLT Holdco LLC directly holds 1,024,980 shares of Common Stock and Blackstone A23 Holdings LLC directly holds 19,757,661 shares of Common Stock.

**(b) Percent of class:**

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of Common Stock listed on such Reporting Person's cover page.

**(c) Number of Shares as to which the Reporting Person has:**

(i) Sole power to vote or to direct the vote:

See each cover page hereof.

(ii) Shared power to vote or to direct the vote:

See each cover page hereof.

(iii) Sole power to dispose or to direct the disposition of:

See each cover page hereof.

(iv) Shared power to dispose or to direct the disposition of:

See each cover page hereof.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 3, 2014

**HLT HOLDCO III LLC**

By: HLT Holdco II LLC, its sole member

By: HLT Holdco LLC, its sole member

By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

**HLT HOLDCO II LLC**

By: HLT Holdco LLC, its sole member

By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

[Hilton Worldwide Holdings Inc. - Schedule 13G/A No. 1]

By: Blackstone Capital Partner V L.P.,  
its managing member

By: Blackstone Management  
Associates V L.L.C., its general  
partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

HLT BREP VI.TE.2 HOLDCO LLC

By: Blackstone Real Estate Partners  
VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI  
L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS  
VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI  
L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE REAL ESTATE HOLDINGS  
VI L.P.

By: BREP VI Side-by-Side GP L.L.C.

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BREP VI SIDE-BY-SIDE GP L.L.C.

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

HLT BREH INTL II HOLDCO LLC

By: HLT BREH Intl II Holdings Holdco  
LLC, its sole member

By:

Blackstone Real Estate Holdings  
International II-Q L.P., its managing  
member

By: Blackstone Real Estate International  
II-Q GP L.P., its general partner

By: Blackstone Real Estate International  
II-Q GP L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

[Hilton Worldwide Holdings Inc. - Schedule 13G/A No. 1]

HLT BREH INTL II HOLDINGS HOLDCO  
LLC

By: Blackstone Real Estate Holdings  
International II-Q L.P., it managing  
member  
By: Blackstone Real Estate International  
II-Q GP L.P., its general partner  
By: Blackstone Real Estate International  
II-Q GP L.L.C., its managing member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE REAL ESTATE HOLDINGS  
INTERNATIONAL II-Q L.P.

By: Blackstone Real Estate International  
II-Q GP L.P., its general partner  
By: Blackstone Real Estate International  
II-Q GP L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE REAL ESTATE  
INTERNATIONAL II-Q GP L.P.

By: Blackstone Real Estate International  
II-Q GP L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE REAL ESTATE  
INTERNATIONAL II-Q GP L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

HLT HOLDCO LLC

By: BH Hotels Holdco LLC, its sole  
member  
By: Blackstone Real Estate  
Partners VI L.P., its managing  
member  
By: Blackstone Real Estate  
Associates VI L.P., its general  
partner



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By: BREAVI L.L.C., its general  
partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

[Hilton Worldwide Holdings Inc. - Schedule 13G/A No. 1]

By: Blackstone Capital Partner V L.P., its managing member  
By: Blackstone Management Associates V L.L.C., its general partner  
By: BMA V L.L.C., its sole member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**BLACKSTONE A23 HOLDINGS LLC**

By: Blackstone Real Estate Partners VI L.P., its managing member  
By: Blackstone Real Estate Associates VI L.P., its general partner  
By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member  
By: Blackstone Management Associates V L.L.C., its general partner  
By: BMA V L.L.C., its sole member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**BH HOTELS HOLDCO LLC**

By: Blackstone Real Estate Partners VI L.P., its managing member  
By: Blackstone Real Estate Associates VI L.P., its general partner  
By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member  
By:

Blackstone Management  
Associates V L.L.C., its general  
partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

[Hilton Worldwide Holdings Inc. - Schedule 13G/A No. 1]

BLACKSTONE REAL ESTATE PARTNERS  
VI L.P.

By: Blackstone Real Estate Associates  
VI L.P., its general partner  
By: BREA VI L.L.C., its general  
partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE REAL ESTATE  
ASSOCIATES VI L.P.

By: BREA VI L.L.C., its general  
partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BREA VI L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE CAPITAL PARTNERS V  
L.P.

By: Blackstone Management  
Associates V, L.L.C., its general  
partner  
By: BMA V, L.L.C., its sole member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE MANAGEMENT  
ASSOCIATES V L.L.C.

By: BMA V, L.L.C., its sole member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BMA V L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

[Hilton Worldwide Holdings Inc. - Schedule 13G/A No. 1]

BLACKSTONE HOLDINGS III L.P.

By: Blackstone Holdings III GP L.P., its  
general partner

By: Blackstone Holdings III GP  
Management L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP  
Management L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP  
MANAGEMENT L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C.,  
its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT  
L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman  
Name: Stephen A. Schwarzman

EXHIBIT LIST

Exhibit A Joint Filing Agreement, dated July 3, 2014, among the Reporting Persons (filed herewith).