HSS Systems, LLC
Form 424B5
October 08, 2014
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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)
4.25% Senior Secured Notes due 2019	$600,000,000	100.00%	$600,000,000	$69,720
5.25% Senior Secured Notes due 2025	$1,400,000,000	100.00%	$1,400,000,000	$162,680

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. The total registration fee due for this offering is $232,400.

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

PROSPECTUS SUPPLEMENT

(to Prospectus dated December 10, 2012)

HCA Inc.

$600,000,000 4.25% Senior Secured Notes due 2019

$1,400,000,000 5.25% Senior Secured Notes due 2025

Interest payable April 15 and October 15

HCA Inc. is offering $600,000,000 aggregate principal amount of 4.25% senior secured notes due 2019, which we refer to as the 2019 notes, and $1,400,000,000 aggregate principal amount of 5.25% senior secured notes due 2025, which we refer to as the 2025 notes. The 2019 notes and the 2025 notes are collectively referred to herein as the notes, unless the context otherwise requires. The 2019 notes will bear interest at a rate of 4.25% per annum and the 2025 notes will bear interest at a rate of 5.25% per annum. HCA Inc. will pay interest on the notes semi-annually, in cash in arrears, on April 15 and October 15 of each year, beginning on April 15, 2015. The 2019 notes will mature on October 15, 2019 and the 2025 notes will mature on April 15, 2025.

We may redeem each series of notes, at any time in whole or from time to time in part, in each case at the redemption prices described in this prospectus supplement. 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. If we sell certain assets and do not reinvest the proceeds or repay indebtedness, we must offer to repurchase the notes.

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 notes will be fully and unconditionally guaranteed on a senior unsecured basis by our direct parent, HCA Holdings, Inc., and on a senior secured basis by each domestic subsidiary that guarantees HCA Inc. s senior secured credit facilities (as defined herein), other than certain subsidiaries that guarantee only HCA Inc. s asset-based revolving credit facility. To the extent lenders under the senior secured credit facilities release any guarantor from its obligations, such guarantor will also be released from its obligations under the notes.

The notes and related guarantees will be secured by first-priority liens, subject to permitted liens, on HCA Inc. s and HCA Inc. s subsidiary guarantors assets, subject to certain exceptions, that will from time to time secure HCA Inc. s cash flow credit facility on a first-priority basis. The notes and related guarantees will be secured by second-priority liens, subject to permitted liens, on HCA Inc. s and HCA Inc. s subsidiary guarantors assets that will secure HCA Inc. s asset-based revolving credit facility on a first-priority basis. The notes will share equally in the collateral securing HCA Inc. s cash flow credit facility and other first lien notes. To the extent the collateral agent for the lenders under the cash flow credit facility releases any liens during any period when the collateral agent has authority to do so under the first lien intercreditor agreement, the lien securing the obligations under the notes will also be released.

HCA Inc. intends to use the net proceeds of this offering for the redemption of a series of its existing secured notes, for related fees and expenses and for general corporate purposes.

Investing in the notes involves risks. See Risk Factors beginning on page S-18.

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.

	Public offering price(1)		Underwriting discount		Proceeds to HCA Inc.(1) (before expenses)	
	Per note	**Total**	**Per note**	**Total**	**Per note**	**Total**
4.25% Senior Secured Notes due 2019	100%	$ 600,000,000	1.00%	$ 6,000,000	99.0%	$ 594,000,000
5.25% Senior Secured Notes due 2025	100%	$ 1,400,000,000	1.00%	$ 14,000,000	99.0%	$ 1,386,000,000

(1) Plus accrued interest, if any, from October 17, 2014.

We expect to deliver the notes to investors on or about October 17, 2014 in book-entry form only through the facilities of The Depository Trust Company.

Joint Book-Running Managers

BofA Merrill Lynch	**Barclays**	**Citigroup**	**Credit Suisse**
Deutsche Bank Securities	**Goldman, Sachs & Co.**	**J.P. Morgan**	**Morgan Stanley**
RBC Capital Markets	**SunTrust Robinson Humphrey**	**UBS Investment Bank**	**Wells Fargo Securities**

Co-Managers

Credit Agricole CIB	**Fifth Third Securities**	**Mizuho Securities**	**SMBC Nikko**

Prospectus Supplement dated October 7, 2014

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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 have 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 are 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 (the SEC). 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 and the accompanying prospectus 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 the accompanying prospectus, 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 and the accompanying prospectus.

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 statements regarding estimated electronic health record (EHR) incentive income and related EHR operating expenses, expected capital expenditures and expected net claim payments and all other statements that do not relate solely to historical or current facts, including statements with respect to the proposed redemption and related debt financing, and can be identified by the use of words like may, believe, will, expect, project, estimate, a plan, initiative or continue. These forward-looking statements are based on our current plans and expectations and are subject to a number of known and unknown uncertainties and risks, many of which are beyond our control, which could significantly affect current plans and expectations and our future financial position and results of operations.

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These factors include, but are not limited to, (1) the ability to fund and the determination to make the redemption, (2) the impact of our substantial indebtedness and the ability to refinance such indebtedness on acceptable terms, (3) the effects related to the implementation of the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act (collectively, the Health Reform Law), possible delays in or complications related to implementation of the Health Reform Law, the possible enactment of additional federal or state health care reforms and possible changes to the Health Reform Law and other federal, state or local laws or regulations affecting the health care industry, (4) the effects related to the continued implementation of the sequestration spending reductions required under the Budget Control Act of 2011, and related legislation extending these reductions, and the potential for future deficit reduction legislation that may alter these spending reductions, which include cuts to Medicare payments, or create additional spending reductions, (5) increases in the amount and risk of collectability of uninsured accounts and deductibles and copayment amounts for insured accounts, (6) the ability to achieve operating and financial targets, and attain expected levels of patient volumes and control the costs of providing services, (7) possible changes in the Medicare, Medicaid and other state programs, including Medicaid upper payment limit programs or Waiver Programs, that may impact reimbursements to health care providers and insurers, (8) the highly competitive nature of the health care business, (9) changes in service mix, revenue mix and surgical volumes, including potential declines in the population covered under managed care agreements, the ability to enter into and renew managed care provider agreements on acceptable terms and the impact of consumer driven health plans and physician utilization trends and practices, (10) the efforts of insurers, health care providers and others to contain health care costs, (11) the outcome of our continuing efforts to monitor, maintain and comply with appropriate laws, regulations, policies and procedures, (12) increases in wages and the ability to attract and retain qualified management and personnel, including affiliated physicians, nurses and medical and technical support personnel, (13) the availability and terms of capital to fund the expansion of our business and improvements to our existing facilities, (14) changes in accounting practices, (15) changes in general economic conditions nationally and regionally in our markets, (16) future divestitures which may result in charges and possible impairments of long-lived assets, (17) changes in business strategy or development plans, (18) delays in receiving payments for services provided, (19) the outcome of pending and any future tax audits, appeals and litigation associated with our tax positions, (20) potential adverse impact of known and unknown government investigations, litigation and other claims that may be made against us, (21) our ongoing ability to demonstrate meaningful use of certified EHR technology and recognize income for the related Medicare or Medicaid incentive payments, and (22) other risk factors disclosed under Risk Factors and elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus. As a consequence, current plans, anticipated actions and future financial position and results of operations may differ from those expressed in any forward-looking statements made by us or on our behalf. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this prospectus supplement and the accompanying prospectus, which forward-looking statements reflect management s views only as of the date of this prospectus supplement and the accompanying prospectus. We undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise.

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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 sections 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, 2014, we operated a diversified portfolio of 165 hospitals (with approximately 43,000 beds) and 115 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 17 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, 2014, we generated revenues of $18.062 billion, net income attributable to HCA Holdings, Inc. of $830 million and Adjusted EBITDA of $3.644 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. Our Parallon subsidiary group also offers certain of these component services to other health care organizations.

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

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the leadership of an experienced senior management team, whose tenure at HCA averages approximately 23 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.

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 2.4% over the next 20 years (2015 to 2035) compared to general population growth of 0.7% over the same period, and constitute 20.9% of the total U.S. population by 2035. 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 use 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 Health Reform Law changes how health care services are covered, delivered and reimbursed through expanded coverage of uninsured individuals, reduced growth in Medicare program spending, reductions in Medicare and Medicaid Disproportionate Share Hospital (DSH) payments, and the establishment of programs in which reimbursement is tied to quality and integration. In addition, the Health Reform Law reforms certain aspects of health insurance, expands existing efforts to tie Medicare and Medicaid payments to performance and quality, and contains provisions intended to strengthen fraud and abuse enforcement. Most of the provisions of the Health Reform Law that seek to decrease the number of uninsured became effective January 1, 2014. Based on the Congressional Budget Office s April 2014 projection, by 2022, the Health Reform Law will expand coverage to 26 million additional individuals. This increased coverage will occur through a combination of public program expansion and private sector health insurance and other reforms. The employer mandate, which requires firms with 50 or more full-time employees to offer health insurance or pay fines, has been delayed until January 1, 2015 and will not be fully implemented until January 1, 2016. In addition, a number of states have opted out of the Medicaid expansion, but these states could choose to implement the expansion at a later date. It is unclear how many states will ultimately implement the Medicaid expansion provisions of the law.

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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. 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, 2013, our hospitals achieved a composite score of 98.6% of the CMS core measures versus the national average of 95.4%, making us among the top performing major health systems in the U.S. Payors, including the Medicare program, are increasing efforts to tie payments to quality and clinical performance. For example, CMS has implemented a value-based purchasing system and has been adjusting hospital payment rates based on excess readmissions for certain conditions. 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 17 of the top 25 fastest growing markets with populations greater than 500,000 in the U.S. In addition, we currently operate in 19 markets with 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 2.2% of our revenues and no single metropolitan statistical area contributing more than 6.7% of revenues for the year ended December 31, 2013. We have also developed a highly diversified payer base, with no single commercial payer representing more than 9% of revenues for the year ended December 31, 2013. 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, 2013. We believe the geographic diversity of our markets and the scope of our inpatient and outpatient operations help reduce volatility in our operating results.

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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 $8.4 billion in our facilities and information technology systems over the five-year period ended June 30, 2014. 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 and avoid penalties 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. For the six months ended June 30, 2014, we generated net income attributable to HCA Holdings, Inc. of $830 million, Adjusted EBITDA of $3.644 billion and cash flows from operating activities of $1.693 billion. Our ability to generate strong and consistent cash flow from operations has enabled us to invest in our operations, 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 senior management team averages approximately 23 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. 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.

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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 continue to invest in our Parallon subsidiary group 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

ABL amendment

We are seeking to amend our asset-based revolving credit facility to increase the amount of the facility from $2.500 billion to $3.000 billion. The proposed amendment of the asset-based revolving credit facility is subject to market and other conditions, and there can be no assurance that the amendment will be completed on the terms contemplated or at all. See Description of Other Indebtedness Senior Secured Credit Facilities.

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Regulatory matters

On October 1, 2014, the Texas Health and Human Services Commission (THHSC) issued a notice to hospitals participating in a Texas Medicaid waiver program. The waiver, from the Centers for Medicare and Medicaid Services (CMS), allows the state to receive federal matching Medicaid funds for certain local government/hospital affiliations. According to the notice, a review conducted by CMS identified some of these affiliations it believes may be inconsistent with the waiver. As a result of these findings, CMS notified THHSC that it is deferring the federal portion of the Medicaid payments associated with these affiliations. THHSC stated that it intends to work closely with CMS in connection with this review with the goal of resolving the matter. Because these discussions are ongoing, we are unable to estimate the financial impact that this review may have on our results of operations.

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 the parent company, and HCA Inc. became HCA Holdings, Inc. s 100% 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 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. HCA Holdings, Inc. was incorporated in Delaware in October 2010. Our principal executive offices are located at One Park Plaza, Nashville, Tennessee 37203, and our telephone number is (615) 344-9551.

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CORPORATE STRUCTURE

The indebtedness figures in the diagram below are as of June 30, 2014, and give effect to the indebtedness incurred under the notes offered hereby and the use of proceeds therefrom. In this prospectus supplement, where we have presented information as adjusted to give effect to the use of the net proceeds of this offering, we have assumed that the notes will not be offered at a discount. If the notes are offered at a discount, the net proceeds to us will be less than we have assumed.

(1) HCA Holdings, Inc. is a guarantor of certain of HCA Inc. s outstanding 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 $2.500 billion senior secured asset-based revolving credit facility maturing on March 7, 2019 (the asset-based revolving credit facility) ($2.500 billion outstanding at June 30, 2014); (ii) a $2.000 billion senior secured revolving credit facility maturing on February 26, 2019 (the senior secured revolving credit facility) ($280 million outstanding at June 30, 2014, without giving effect to outstanding letters of credit); (iii) a $497 million senior secured term loan A-2 facility maturing on May 2, 2016; (iv) a $721 million senior secured term loan A-4 facility maturing on February 2, 2016; (v) a $2.355 billion senior secured term loan B-4 facility maturing on May 1, 2018; and (vi) a $1.985 billion senior secured term loan B-5 facility maturing on March 31, 2017. We refer to the facilities described under (ii) through (vi) above, collectively, as the cash flow credit facility and, together with the asset-based revolving credit facility, the senior secured credit facilities.

(3) Consists of (i) $3.000 billion aggregate principal amount of 6.50% first lien notes due 2020 that HCA Inc. issued in August 2011 (the August 2011 first lien notes); (ii) $1.350 billion aggregate principal amount of 5.875% first lien notes due 2022 that HCA Inc. issued in February 2012 (the February 2012 first lien notes); (iii) $1.250 billion aggregate principal amount of 4.75% first lien notes due 2023 that HCA Inc. issued in October 2012 (the October 2012 first lien notes); (iv) $1.500 billion aggregate principal amount of 3.75% first lien notes due 2019 that HCA Inc. issued in March 2014 (the March 2014 3.75% first lien notes); and (v) $2.000 billion aggregate principal amount of 5.00% first lien notes due 2024 that HCA Inc. issued in March 2014 (the March 2014 5.00% first lien notes and, collectively with the August 2011 first lien notes, the February 2012 first lien notes, the October 2012 first lien notes and the March 2014 3.75% first lien notes, the first lien notes).

(4) Consists of HCA Inc. s (i) 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%; (ii) aggregate principal amount of

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$886 million debentures with maturities ranging from 2015 to 2095 and a weighted average interest rate of 7.55%; (iii) aggregate principal amount of $6.041 billion senior notes with maturities ranging from 2015 to 2033 and a weighted average interest rate of 6.91%; (iv) $464 million of secured debt, which represents capital leases and other secured debt with a weighted average interest rate of 6.66%; and (v) $3 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 7 3/4% senior notes due 2021 and $1.000 billion aggregate principal amount of 6.25% senior notes due 2021. For more information regarding our unsecured and other indebtedness, see Description of Other Indebtedness.

(5) The cash flow credit facility and the first lien notes are secured by first-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.

(6) 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 section in the accompanying prospectus contain more detailed descriptions of the terms and conditions of each series of notes.

Issuer	HCA Inc.
Notes	4.25% senior secured notes due 2019 (the 2019 notes).
	5.25% senior secured notes due 2025 (the 2025 notes).
Maturity Date	The 2019 notes will mature on October 15, 2019.
	The 2025 notes will mature on April 15, 2025.
Interest Rate	Interest on the 2019 notes will be payable in cash and will accrue at a rate of 4.25% per annum.
	Interest on the 2025 notes will be payable in cash and will accrue at a rate of 5.25% per annum.
Interest Payment Dates	April 15 and October 15, commencing on April 15, 2015. Interest will accrue from October 17, 2014.
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 senior in right of payment to any unsecured indebtedness to the extent of the collateral securing the notes;

be effectively equal in right of payment with indebtedness under the cash flow credit facility and the first lien notes to the extent of the collateral securing such indebtedness;

be effectively subordinated in right of payment to all indebtedness under the asset-based revolving credit facility to the extent of the shared collateral securing such indebtedness; and

be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries (other than indebtedness and liabilities owed to us or one of our guarantor subsidiaries).

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As of June 30, 2014, on an as adjusted basis after giving effect to the notes offered hereby and the use of proceeds therefrom as described under Use of Proceeds :

the notes and related guarantees would have been effectively senior in right of payment to $9.698 billion of unsecured debt, effectively equal in right of payment to approximately $5.838 billion of senior secured indebtedness under the cash flow credit facility, $9.100 billion of first lien notes and $233 million of other secured debt, and effectively junior in right in payment to $2.500 billion of indebtedness under the asset-based revolving credit facility, in each case to the extent of the collateral securing such indebtedness;

the notes and related guarantees would have been structurally subordinated in right of payment to $231 million of other secured debt of our non-guarantor subsidiaries, which primarily represents capital leases; and

we would have had an additional $1.622 billion of unutilized capacity under the senior secured revolving credit facility and no unutilized capacity under the asset-based revolving credit facility.

Guarantees

The notes will be fully and unconditionally guaranteed on a senior unsecured basis by HCA Holdings, Inc. and on a senior secured basis by each of our existing and future direct or indirect wholly owned domestic subsidiaries that guarantees our obligations under our senior secured credit facilities (except for certain special purpose subsidiaries that will only guarantee and pledge their assets under our asset-based revolving credit facility).

Ranking of the Notes Guarantees

Each subsidiary guarantee of the notes will:

rank senior in right of payment to all existing and future subordinated indebtedness of the guarantor subsidiary;

rank equally in right of payment with all existing and future senior indebtedness of the guarantor subsidiary;

be effectively senior in right of payment to any guarantees of unsecured indebtedness to the extent of the value of the collateral securing the notes;

be effectively equal in right of payment with the guarantees of the cash flow credit facility and the first lien notes to the extent of the subsidiary guarantor s collateral securing such indebtedness;

be effectively subordinated in right of payment to the guarantees of the asset-based revolving credit facility to the extent of the guarantor subsidiary s collateral securing such indebtedness; and be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of its non-guarantor subsidiaries (other than indebtedness and liabilities owed to us or one of our guarantor subsidiaries).

Any subsidiary guarantee of the notes will be released in the event such guarantee is released under the senior secured credit facilities.

As of and for the fiscal year ended December 31, 2013, our non-guarantor subsidiaries accounted for approximately $16.402 billion, or 48.0%, of our total revenues, and approximately $3.199 billion, or 48.7%, of our total Adjusted EBITDA, and approximately $14.925 billion, or 51.8%, of our total assets, and approximately $7.179 billion, or 20.1%, of our total liabilities.

Security

The notes and related subsidiary guarantees will be secured by first-priority liens, subject to permitted liens, on certain of the assets of HCA Inc. and the subsidiary guarantors that secure our cash flow credit facility and the first lien notes on a pari passu basis, including:

capital stock of substantially all wholly owned first-tier subsidiaries of HCA Inc. or of subsidiary guarantors of the first lien notes (but limited to 65% of the voting stock of any such wholly owned first-tier subsidiary that is a foreign subsidiary); and

substantially all tangible and intangible assets of our company and each subsidiary guarantor, other than (1) other properties that do not secure our senior secured credit facilities, (2) deposit accounts, other bank or securities accounts and cash, (3) leaseholds and motor vehicles; provided that, with respect to the portion of the collateral comprised of real property, we will have up to 90 days following the issue date of the notes to complete those actions required to perfect the first-priority lien on such collateral and (4) certain receivables collateral that only secures our asset-based revolving credit facility, in each case subject to exceptions, and except that the lien on properties defined as principal properties under our existing indenture dated as of December 16, 1993, so long as such indenture remains in effect, will be limited to securing a portion of the indebtedness under the notes, our cash flow credit facility and the first lien notes that, in the aggregate, does not exceed 10% of our consolidated net tangible assets.

The notes and the related subsidiary guarantees will be secured by second-priority liens, subject to permitted liens, on certain receivables of HCA Inc. and the subsidiary guarantors that secure our asset-based revolving credit facility on a first-priority basis. See Description of the Notes Security.

In the event the notes have investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s, the collateral securing the notes and the related subsidiary guarantees will be released. In addition, to the extent the collateral is released as security for the senior secured credit facilities, it will also be released as security for the notes offered hereby and the related subsidiary guarantees. See Description of the Notes Certain Covenants Covenant termination and release of collateral.

Covenants

The indentures 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;
- sell certain assets; 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.

These covenants will cease to apply in the event that either (i) the notes have investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s or (ii) the collateral is released as security for the senior secured credit facilities, and instead, the covenants described below under Investment Grade Covenants will apply to the notes. See Description of the Notes Certain Covenants Covenant termination and release of collateral.

Investment Grade Covenants

Upon the occurrence of (i) an Investment Grade Rating Event or (ii) release of the collateral under the senior secured credit facilities, the indentures governing the notes will only 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.

See Description of the Notes Investment Grade Covenants.

Optional Redemption

The Issuer may redeem each series of notes, at any time in whole or from time to time in part, at the redemption prices described in this prospectus supplement. 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	Each series of 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 $1.978 billion.
	We intend to use the net proceeds from the notes offered hereby to redeem all of our outstanding $1.400 billion aggregate principal amount of 7 $\frac{1}{4}$% senior secured notes due 2020, for related fees and expenses and for general corporate purposes. See Use of Proceeds and Capitalization.
Conflicts of Interest	Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, investment banking, commercial banking and other services for us for which they received or will receive customary fees and expenses.

RISK FACTORS

You should consider carefully all of the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus and, in particular, should evaluate the specific factors set forth and incorporated by reference in the section entitled Risk Factors, including the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2013, 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 and operating data as of and for the periods indicated. The financial data as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012 and 2011 have been derived from our consolidated financial statements incorporated by reference into this prospectus supplement, which have been audited by Ernst & Young LLP, independent registered public accounting firm. The financial data as of December 31, 2011 have 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, 2014 and for the six months ended June 30, 2014 and 2013 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, 2013 have been derived from our unaudited condensed consolidated financial statements that are not included or incorporated by reference herein. The unaudited financial data presented have been prepared on a basis consistent with our 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 and operating data should be read in conjunction with Selec