

HCA Holdings, Inc.
Form 4
January 19, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chari Ravi S.

(Last) (First) (Middle)

ONE PARK PLAZA

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP-Clinical Excellence

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/17/2017 | | M ⁽¹⁾ | | 20,000 A \$ 22.95 | (2) | D |
| Common Stock | 01/17/2017 | | M ⁽¹⁾ | | 12,750 A \$ 37.18 | (2) | D |
| Common Stock | 01/17/2017 | | M ⁽¹⁾ | | 7,000 A \$ 47.97 | (2) | D |
| Common Stock | 01/17/2017 | | M ⁽¹⁾ | | 2,750 A \$ 68.96 | (2) | D |
| Common Stock | 01/17/2017 | | F ⁽¹⁾ | | 26,599 D \$ 80.93 | (2) | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Appreciation Right | \$ 22.95 | 01/17/2017 | | M ⁽¹⁾ | 10,000 | ⁽³⁾ 02/08/2022 | Common Stock 10,000 |
| Stock Appreciation Right | \$ 22.95 | 01/17/2017 | | M ⁽¹⁾ | 10,000 | ⁽⁴⁾ 02/08/2022 | Common Stock 10,000 |
| Stock Appreciation Right | \$ 37.18 | 01/17/2017 | | M ⁽¹⁾ | 6,375 | ⁽⁵⁾ 02/06/2023 | Common Stock 6,375 |
| Stock Appreciation Right | \$ 37.18 | 01/17/2017 | | M ⁽¹⁾ | 6,375 | ⁽⁶⁾ 02/06/2023 | Common Stock 6,375 |
| Stock Appreciation Right | \$ 47.97 | 01/17/2017 | | M ⁽¹⁾ | 3,500 | ⁽⁷⁾ 02/05/2024 | Common Stock 3,500 |
| Stock Appreciation Right | \$ 47.97 | 01/17/2017 | | M ⁽¹⁾ | 3,500 | ⁽⁸⁾ 02/05/2024 | Common Stock 3,500 |
| Stock Appreciation Right | \$ 68.96 | 01/17/2017 | | M ⁽¹⁾ | 2,750 | ⁽⁹⁾ 02/04/2025 | Common Stock 2,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

Chari Ravi S.
ONE PARK PLAZA
NASHVILLE, TN 37203

SVP-Clinical Excellence

Signatures

/s/ Kevin A. Ball,
Attorney-in-Fact

01/19/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The exercise of stock appreciation rights and sale of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Includes 568.0531 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (3) The stock appreciation rights vested at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
- (4) The stock appreciation right vested in four equal annual installments beginning on February 8, 2013.
On February 6, 2013, the reporting person was granted 8,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2013, 2014 and 2015 was met, resulting in the vesting of 6,375 stock appreciation rights.
- (5) The stock appreciation rights vest in four equal annual installments beginning on February 6, 2014.
On February 5, 2014, the reporting person was granted 7,000 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2014 and 2015 was met, resulting in the vesting of 3,500 stock appreciation rights.
- (6) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (7) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
- (8) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (9) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.