

HCA Holdings, Inc.
 Form 5
 February 14, 2017

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FRIST THOMAS F III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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

3100 WEST END AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock, par value \$0.01 per share | 02/17/2016 | Â | G | 24,731 A | \$ 0 1,745,571.4876 | I | Held indirectly through Hercules Holding II by The Thomas F. Frist III 2016 Annuity Trust I ⁽¹⁾ |

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| | | | | | | | | | |
|--|---|---|---|---|---|---|--------------|---|---|
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 9,496.54 | I | ⁽²⁾ Held indirectly through Hercules Holding II by Spouse ⁽¹⁾ <u>(3)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 732,967.8401 | I | Held indirectly through Hercules Holding II by Thomas F. Frist III 2007 Family Trust ⁽¹⁾ <u>(4)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 814,696.3372 | I | Held indirectly through Hercules Holding II by The Thomas F. Frist III 2016 Annuity Trust II ⁽¹⁾ <u>(5)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 664,660.6277 | I | Held indirectly through Hercules Holding II by Thomas F. Frist III 2016 Annuity Trust III ⁽¹⁾ <u>(5)</u> |
| Common Stock, par value | Â | Â | Â | Â | Â | Â | 117,895.9175 | I | Held indirectly through |

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| | | | | | | | | | |
|--|---|---|---|---|---|---|-----------------|---|--|
| \$0.01 per share | | | | | | | | | Hercules Holding II by The Thomas F. Frist III 2016 Annuity Trust IV <u>(1) (5)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 448,980.5054 | I | Held indirectly through Hercules Holding II by Thomas F. Frist III 2015 Annuity Trust I <u>(1) (5)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 43,824.5688 | I | Held indirectly through Hercules Holding II by Thomas F. Frist III 2015 Annuity Trust III <u>(1) (5)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 28,489.62 | I | Held indirectly through Hercules Holding II by Trusts for Children <u>(1) (6)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 36,629,163.8593 | I | Held indirectly through Hercules Holding II by |

Frisco, Inc. (1) (7)

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIST THOMAS F III 3100 WEST END AVENUE NASHVILLE, TN 37203 | Â X | Â X | Â | Â |

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

02/14/2017

**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) Hercules Holding II ("Hercules") holds 68,912,077 shares of the common stock of HCA Holdings, Inc. Hercules is held by a private investor group, including affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. On September 23, 2016, Hercules Holding II, LLC, a Delaware limited liability company, was converted into Hercules Holding II, a Delaware general partnership.
- (2) The Reporting Person received a gift of 24,731 units of Hercules on February 17, 2016, which were subsequently transferred to The Thomas F. Frist III 2016 Annuity Trust I, of which he serves as trustee. Following receipt of this gift, the Reporting Person may be deemed the beneficial owner of the units of Hercules held by this trust and therefore may be deemed to own indirectly the same number

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of shares of common stock of HCA Holdings, Inc.

(3) The Reporting Person may be deemed to have an indirect beneficial ownership in respect of 9,496.54 units of Hercules, through an indirect pecuniary interest in such units held by his wife, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(4) The Reporting Person's wife is trustee of The Thomas F. Frist III 2007 Family Trust, and the Reporting Person may be deemed to be the beneficial owner of the units of Hercules held by such trust and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(5) The Reporting Person is trustee of (i) The Thomas F. Frist III 2016 Annuity Trust II, (ii) The Thomas F. Frist III 2016 Annuity Trust III, (iii) The Thomas F. Frist III 2016 Annuity Trust IV, (iv) The Thomas F. Frist III 2015 Annuity Trust I and (v) The Thomas F. Frist III 2015 Annuity Trust III and may be deemed to be the beneficial owner of the units of Hercules held by these trusts and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(6) The Reporting Person may be deemed to be the beneficial owner of the aggregate 28,489.62 units of Hercules held by certain trusts for the benefit of the Reporting Person's children, each of which his sister serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(7) The Reporting Person may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of HCA Holdings, Inc. beneficially owned by Frisco, Inc. by virtue of his position as a director of Frisco, Inc. Frisco, Inc. has beneficial ownership of 36,629,163.8593 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.