

HCA INC/TN
Form 3
March 23, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>8 North America Investor, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200</p> <p>(Street)</p> <p>NEW YORK, NY 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/13/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HCA INC/TN [HCA INC.]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.01 per share	1,034,313.771 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	I	Held through Hercules Holding II, LLC and 8 North America Investor L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
8 North America Investor, L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR Associates 8 NA L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR 8 NA Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^

Signatures

/s/ William Janetschek by Power of Attorney for Reporting
Persons 03/23/2009

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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, LLC holds 91,845,692 shares, or 97.3%, of the common stock, par value \$0.01 per share (the "Shares") of HCA Inc. (the "Issuer"). Hercules Holding II, LLC is held by a private investor group, including affiliates of each of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Bank of America Corporation and by affiliates of Dr. Thomas F. Frist, Jr., the founder of the Issuer. Each such person may be deemed to be a member of a group exercising voting and investment control over the Shares held by Hercules Holding II, LLC. However, each such person disclaims membership in any such group and disclaims beneficial ownership of such Shares, except to the extent of his or its pecuniary interest therein. Certain affiliates of Kohlberg Kravis Roberts & Co. L.P. collectively have the right under Hercules Holding II, LLC's limited liability company agreement to nominate up to three directors of the Issuer.
- (2) On March 13, 2009, KKR PEI Investments, L.P. ("PEI Investments") agreed to transfer a portion of its co-investments in five portfolio companies, including a portion of its units of Hercules Holding II, LLC, to 8 North America Investor L.P. for an aggregate purchase price of \$200,399,888 (pro rated equally among the five co-investments). PEI Investments agreed to transfer a number of its co-investment interests in these five companies with an aggregate fair value of \$211,000,000 (pro rated equally among the five co-investments). PEI Investments agreed to transfer initially a number of its co-investment interests in these five portfolio companies (pro rated equally among the five co-investments) with an aggregate fair value of \$211,000,000 based on their fair values as of December 31, 2008, which is the nearest date in respect of which such fair values have been determined. (continued in footnote (3))

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After the determination of the aggregate fair value as of March 31, 2009 (which is the next date in respect of which such fair values will be determined) of the five co-investment interests initially transferred to 8 North America Investor L.P., then (i) if such aggregate fair value as of March 31, 2009 is less than \$211,000,000, PEI Investments would be required to transfer to 8 North America Investor L.P.

- (3) additional co-investment interests in the five companies (pro rated equally among the five co-investments) or (ii) if such aggregate fair value as of March 31, 2009 is greater than \$211,000,000, 8 North America Investor L.P. would be required to transfer back to PEI Investments a portion of the co-investment interests in the five companies initially transferred to 8 North America Investor L.P. (pro rated equally among the five co-investments), in each case, (continued in footnote (4))

such that 8 North America Investor L.P. then holds co-investment interests with an aggregate fair value equal to \$211,000,000 (based on their fair values as of March 31, 2009), provided that the number of additional interests transferred to 8 North America Investor L.P. or the number of interests transferred back to PEI Investments will not exceed \$50,100,000 in the aggregate based on the fair value of these interests as of March 31, 2009. The number of units of Hercules Holding II, LLC to be transferred initially to 8 North America Investor L.P. is 1,034,313.771, subject to adjustment as described above.

- (5) 8 North America Investor L.P. directly owns 1,034,313.771 units of Hercules Holding II, LLC (after giving effect to the initial transfer and before any adjustment) and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of 8 North America Investor L.P., KKR Associates 8 NA L.P. may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by 8 North America Investor L.P. As the sole general partner of KKR Associates 8 NA L.P., KKR 8 NA Limited may also be deemed to share voting and dispositive power with respect to the Shares beneficially owned by 8 North America Investor L.P. (continued in footnote (6))

- (6) KKR Associates 8 NA L.P. and KKR 8 NA Limited disclaim beneficial ownership of such Shares except to the extent of their pecuniary interest therein. KKR 8 NA Limited is an exempt limited company, the directors of which are Henry R. Kravis, George R. Roberts, Paul E. Raether, Michael W. Michelson, Michael Calbert, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc S. Lipschultz, Scott C. Nuttall, Joseph Y. Bae, and William J. Janetschek. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR 8 NA Limited but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (7) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Persons are the beneficial owners of any equity securities covered by this statement.

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Remarks:

Exhibit 24 -- Powers of Attorney

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

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