

HCA INC/TN
Form 3/A
June 05, 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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â 8 North America Investor L.P.		(Month/Day/Year)	HCA INC/TN [HCA INC.]	
(Last)	(First)	(Middle)	03/13/2009	
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., Â 9 WEST 57TH STREET, SUITE 4200		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		03/23/2009
NEW YORK, Â NY Â 10019		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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	952,087.983 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</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> <u>(8)</u> <u>(9)</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 J. Janetschek by Power of Attorney for Reporting
Persons

06/05/2009

__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 at the time of the initial transfer was the nearest date in respect of which such fair values had been determined. (continued in footnote (3))

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- (3) By agreement of the parties, this initial transfer was subject to a post-closing adjustment in the manner described below. This amendment to Form 3 is being filed to report the number of units of Hercules Holding II, LLC effectively transferred to 8 North America Investor L.P. after giving effect to the post-closing adjustment. (continued in footnote (4))

- (4) Under the agreement, after the determination of the aggregate fair value as of March 31, 2009 (which was the next date in respect of which such fair values were 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 were less than \$211,000,000, PEI Investments would be required to transfer to 8 North America Investor L.P. 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 were 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 (5))

- (5) such that 8 North America Investor L.P. would then hold 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 would 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 which were transferred initially to 8 North America Investor L.P. was 1,034,313.771. Pursuant to the post-closing adjustment described above, however, 8 North America Investor L.P. was required to transfer back to PEI Investments 82,225.788 of the units of Hercules Holding II, LLC initially transferred to 8 North America Investor L.P., which post-closing adjustment transfer occurred on June 4, 2009. (continued in footnote (6))

- (6) After giving effect to the post-closing adjustment, the number of units of Hercules Holding II, LLC effectively transferred to 8 North America Investor L.P. was 952,087.983. The effective price of those units was \$42.10 per unit, which was calculated solely for purposes of this filing by dividing the pro rated portion of the aggregate purchase price allocable to the co-investment interest in Hercules Holding II, LLC by the total number of units of Hercules Holding II, LLC effectively transferred.

- (7) 8 North America Investor L.P. directly owns 952,087.983 units of Hercules Holding II, LLC (after giving effect to both the initial transfer and the post-closing 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 (8))

- (8) 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.

- (9) 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:

PowerÂ ofÂ AttorneyÂ ofÂ eachÂ ReportingÂ PersonÂ (incorporatedÂ byÂ referenceÂ toÂ ExhibitÂ 24.1Â toÂ theÂ Form

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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