

HCA INC/TN  
Form SC 13G/A  
October 13, 2009

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**HCA Inc.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**404119109**

(CUSIP Number)

**October 1, 2009**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 404119109

1. Name of Reporting Person  
KKR Millennium Fund L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
PN

---

\* Represents the aggregate number of shares of common stock of HCA Inc. held by Hercules Holding II, LLC, the parent of HCA Inc. See Item 4 of the Statement on Schedule 13G/A.

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CUSIP No. 404119109

1. Name of Reporting Person  
KKR Associates Millennium L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
PN

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1. Name of Reporting Person  
KKR Millennium GP LLC
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 404119109

1. Name of Reporting Person  
KKR 2006 Fund L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Associates 2006 L.P.                                    |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                       |   |

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1. Name of Reporting Person  
KKR 2006 GP LLC
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>OPERF Co-Investment LLC                                     |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR PEI Investments, L.P.                                   |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Guernsey  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                       |   |

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CUSIP No. 404119109

- |     |   |                       |
|-----|---|-----------------------|
| 1.  | Name of Reporting Person<br>KKR PEI Associates, L.P.                                    |                       |
| 2.  | Check the Appropriate Box if a Member of a Group  |                       |
|     | (a) <input type="radio"/>   |                       |
|     | (b) <input checked="" type="radio"/>  |                       |
| 3.  | SEC Use Only  |                       |
| 4.  | Citizenship or Place of Organization<br>Guernsey  |                       |
| 5.  | Sole Voting Power   | -0-                   |
| 6.  | Shared Voting Power   | 91,845,692*           |
| 7.  | Sole Dispositive Power  | -0-                   |
| 8.  | Shared Dispositive Power  | 91,845,692*           |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person                            | 91,845,692*           |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)                                       | 97.3%*                |
| 12. | Type of Reporting Person (See Instructions)   | PN                    |

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1. Name of Reporting Person  
KKR PEI GP Limited
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Guernsey
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Partners III, L.P.                                      |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                       |   |

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR III GP LLC  |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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1. Name of Reporting Person  
8 North America Investor L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Cayman Islands
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Associates 8 NA L.P.                                    |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Cayman Islands                                  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                       |   |

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR 8 NA Limited  |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Cayman Islands                                  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Fund Holdings L.P.                                      |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Cayman Islands                                  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                       |   |

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- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Fund Holdings GP Limited                                |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Cayman Islands                                  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Group Holdings L.P.                                     |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Cayman Islands                                  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Group Limited   |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Cayman Islands                                  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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\* Represents the aggregate number of shares of common stock of HCA Inc. held by Hercules Holding II, LLC, the parent of HCA Inc. See Item 4 of the Statement on Schedule 13G/A.

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1. Name of Reporting Person  
KKR & Co. L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
PN

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\* Represents the aggregate number of shares of common stock of HCA Inc. held by Hercules Holding II, LLC, the parent of HCA Inc. See Item 4 of the Statement on Schedule 13G/A.

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Management LLC  |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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\* Represents the aggregate number of shares of common stock of HCA Inc. held by Hercules Holding II, LLC, the parent of HCA Inc. See Item 4 of the Statement on Schedule 13G/A.

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- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>Henry R. Kravis   |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>United States                                   |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>IN                                       |   |

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\* Represents the aggregate number of shares of common stock of HCA Inc. held by Hercules Holding II, LLC, the parent of HCA Inc. See Item 4 of the Statement on Schedule 13G/A.

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1. Name of Reporting Person  
George R. Roberts
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
91,845,692\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
IN

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\* Represents the aggregate number of shares of common stock of HCA Inc. held by Hercules Holding II, LLC, the parent of HCA Inc. See Item 4 of the Statement on Schedule 13G/A.



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**STATEMENT ON SCHEDULE 13G**

This is Amendment No. 3 to the Schedule 13G filed with the U.S. Securities and Exchange Commission on February 17, 2009. This amendment is being filed to add KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC, Henry R. Kravis and George R. Roberts as additional reporting persons as a result of a structural reorganization of KKR & Co. L.P. and its affiliates ( KKR ) in connection with the combination of the businesses of KKR and KKR Private Equity Investors, L.P.

Pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the Act ), and as provided in the Joint Filing Agreement filed as Exhibit 1 to this Statement on Schedule 13G (this Schedule 13G ), each of the persons listed below under Item 2 (each a Reporting Person, and collectively the Reporting Persons ), have agreed to file one statement with respect to their ownership of common stock, par value \$0.01 per share (the Shares ), of HCA Inc. (the Issuer ).

**Item 1.**

- (a) Name of Issuer:  
HCA Inc.
- (b) Address of Issuer's Principal Executive Offices:  
One Park Plaza  
Nashville, Tennessee 37203

**Item 2.**

- (a) Name of Persons Filing:  
KKR Millennium Fund L.P.  
KKR Associates Millennium L.P.  
KKR Millennium GP LLC  
KKR 2006 Fund L.P.  
KKR Associates 2006 L.P.  
KKR 2006 GP LLC  
OPERF Co-Investment LLC  
KKR PEI Investments, L.P.  
KKR PEI Associates, L.P.  
KKR PEI GP Limited  
KKR Partners III, L.P.  
KKR III GP LLC

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8 North America Investor L.P.

KKR Associates 8 NA L.P.

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KKR 8 NA Limited

KKR Fund Holdings L.P.

KKR Fund Holdings GP Limited

KKR Group Holdings L.P.

KKR Group Limited

KKR & Co. L.P.

KKR Management LLC

Henry R. Kravis

George R. Roberts

(b) Address of Principal Business Office, or, if none, Residence:

The principal business office for all persons filing (other than George R. Roberts) is:

*c/o* Kohlberg Kravis Roberts & Co. L.P.

9 West 57th Street, Suite 4200

New York, NY 10019

The principal business office for George R. Roberts is:

*c/o* Kohlberg Kravis Roberts & Co. L.P.

2800 Sand Hill Road, Suite 200

Menlo Park, CA 94025

(c) Citizenship:

See Item 4 of each cover page.

(d) Title of Class of Securities:

Common stock, \$0.01 par value per share.

(e) CUSIP Number:

404119109

**Item 3.**

Not applicable.

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**Item 4.**

(a)

**Ownership.**

Amount beneficially owned:

Hercules Holding II, LLC holds 91,845,692 Shares, or 97.3%, of the common stock of the Issuer based on 94,410,100 outstanding Shares as of July 31, 2009. The units of Hercules Holding II, LLC are held by a private investor group, including affiliates of each of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity and affiliates of Dr. Thomas F. Frist, Jr, the founder of the Issuer, all of whom are parties to the limited liability company agreement of Hercules Holding II, LLC. On January 1, 2009, Merrill Lynch & Co., Inc., the parent of Merrill Lynch Global Private Equity, was acquired by Bank of America Corporation. Prior to the acquisition of Merrill Lynch & Co., Inc. by Bank of America Corporation, affiliates of Bank of America Corporation also held certain units of Hercules Holding II, LLC and were parties to the limited liability company agreement of Hercules Holding II, LLC.

Each member of the investment group and its affiliates 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. Affiliates of each of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity have the right under Hercules Holding II, LLC's limited liability company agreement to nominate up to three directors of the Issuer, and affiliates of Dr. Thomas F. Frist, Jr. collectively have the right to nominate up to two directors of the Issuer.

KKR Millennium Fund L.P. (the Millennium Fund) directly owns 9,313,725, or 10.1%, of the units of Hercules Holding II, LLC. As the sole general partner of the Millennium Fund, KKR Associates Millennium L.P. may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by the Millennium Fund. As the sole general partner of KKR Associates Millennium L.P., KKR Millennium GP LLC also may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by the Millennium Fund. The Millennium Fund, KKR Associates Millennium L.P. and KKR Millennium GP LLC disclaim beneficial ownership of such Shares.

KKR 2006 Fund L.P. (the 2006 Fund) directly owns 8,642,157, or 9.4%, of the units of Hercules Holding II, LLC. OPERF Co-Investment LLC (OPERF Co-Investment) directly owns 196,078, or 0.2%, of the units of Hercules Holding II, LLC. As the sole general partner of the 2006 Fund and as the manager of OPERF Co-Investment, KKR Associates 2006 L.P. may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by the 2006 Fund and by OPERF Co-Investment. As the sole general partner of KKR Associates 2006 L.P., KKR 2006 GP LLC may also be deemed to share voting and dispositive power with respect to any Shares beneficially owned by the 2006 Fund and by OPERF Co-Investment. The 2006 Fund, OPERF Co-Investment, KKR Associates 2006 L.P. and KKR 2006 GP LLC disclaim beneficial ownership of such Shares.

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KKR PEI Investments, L.P. ( PEI Investments ) directly owns 3,949,873.017, or 4.3%, of the units of Hercules Holding II, LLC. As the sole general partner of PEI Investments, KKR PEI Associates, L.P. may be deemed to share voting and dispositive power with

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respect to any Shares beneficially owned by PEI Investments. As the sole general partner of KKR PEI Associates, L.P., KKR PEI GP Limited may also be deemed to share voting and dispositive power with respect to any Shares beneficially owned by PEI Investments. PEI Investments, KKR PEI Associates, L.P. and KKR PEI GP Limited disclaim beneficial ownership of such Shares.

8 North America Investor L.P. directly owns 952,087.983, or 1.0%, of the units of 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 be deemed to share voting and dispositive power with respect to the Shares beneficially owned by 8 North America Investor L.P. 8 North America Investor L.P., KKR Associates 8 NA L.P. and KKR 8 NA Limited disclaim beneficial ownership of such Shares.

Each of KKR Fund Holdings L.P. (as the designated member of KKR Millennium GP LLC and KKR 2006 GP LLC and the sole shareholder of KKR PEI GP Limited and KKR 8 NA Limited); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited); KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited) and KKR Management LLC (as the sole general partner of KKR & Co. L.P.) may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by the Millennium Fund, the 2006 Fund, OPERF Co-Investment, PEI Investments and 8 North America Investor L.P. KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P. and KKR Management LLC disclaim beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

KKR Partners III, L.P. ( Partners III ) directly owns 319,411, or 0.3%, of the units of Hercules Holding II, LLC. As the sole general partner of Partners III, KKR III GP LLC may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by Partners III. Partners III and KKR III GP LLC disclaim beneficial ownership of such Shares.

As the designated members of KKR Management LLC and the managers of KKR III GP LLC, Henry R. Kravis and George R. Roberts may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by the Millennium Fund, the 2006 Fund, OPERF Co-Investment, 8 North America Investor L.P., PEI Investments and Partners III but disclaim beneficial ownership of such Shares. Messrs. Kravis and Roberts have also been designated as managers of KKR Millennium GP LLC and KKR 2006 GP LLC by KKR Fund Holdings L.P.

(b) Percent of class: See Item 11 of each cover page.





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- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote  
See Item 5 of each cover page.
  - (ii) Shared power to vote or to direct the vote  
See Item 6 of each cover page.
  - (iii) Sole power to dispose or to direct the disposition of  
See Item 7 of each cover page.
  - (iv) Shared power to dispose or to direct the disposition of  
See Item 8 of each cover page.

**Item 5. Ownership of Five Percent or Less of a Class.**  
Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**  
See Item 4 above. To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, the partners, members, affiliates or shareholders of the Reporting Persons and any other persons named in Item 4 or Item 8 has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**  
Not applicable.

**Item 8. Identification and Classification of Members of the Group.**  
As stated in Item 4 above, Hercules Holding II, LLC holds 91,845,692 shares, or 97.3%, of the Shares of 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 Merrill Lynch Global Private Equity and by affiliates of Dr. Thomas F. Frist, Jr., the founder of the Issuer. On January 1, 2009, Merrill Lynch & Co., Inc., the parent of Merrill Lynch Global Private Equity, was acquired by Bank of America Corporation. Prior to the acquisition of Merrill Lynch & Co., Inc. by Bank of America Corporation, affiliates of Bank of America Corporation also held certain units of Hercules Holding II, LLC and were parties to the limited liability company agreement of Hercules Holding II, LLC. 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,

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LLC. However, each such person disclaims membership in any such group and disclaims beneficial ownership of the Shares reported on this Schedule 13G. The table below sets forth the persons that may be deemed to be a member of such group, based solely on information received from such persons:

| Affiliates of Bain Capital Investors, LLC | Affiliates of Merrill Lynch Global Private Equity | Affiliates of Dr. Thomas F. Frist, Jr. |
|---|---|--|
| BCIP TCV, LLC                             | Bank of America Corporation                       | Dr. Thomas F. Frist, Jr.               |
| Bain Capital Integral Investors 2006, LLC | Merrill Lynch & Co., Inc.                         | Thomas F. Frist, III                   |
| Bain Capital Hercules Investors, LLC      | Merrill Lynch Group, Inc.                         | Patricia C. Frist                      |
|   | Merrill Lynch GP Inc.                             | Patricia F. Elcan                      |
|   | ML Global Private Equity Partners, L.P.           | Frisco, Inc.                           |
|   | MLGPE Ltd   | Frisco Partners                        |
|   | ML Global Private Equity Fund, L.P.               | William R. Frist                       |
|   | ML HCA Co-Invest, Ltd.                            |  |
|   | ML HCA Co-Invest, LP                              |  |
|   | Merrill Lynch Ventures, LLC                       |  |
|   | Merrill Lynch Ventures L.P. 2001                  |  |

Each such person has separately complied with its Schedule 13G reporting obligations with respect to the Issuer.

**Item 9. Notice of Dissolution of Group.**  
Not applicable.

**Item 10. Certifications.**  
Not applicable.

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated October 13, 2009

**KKR MILLENNIUM FUND L.P.**

By: KKR Associates Millennium L.P., its general partner

By: KKR Millennium GP LLC, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for Henry R. Kravis, Manager

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts, Manager

**KKR ASSOCIATES MILLENNIUM L.P.**

By: KKR Millennium GP LLC, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for Henry R. Kravis, Manager

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts, Manager

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CUSIP No. 404119109

**KKR MILLENNIUM GP LLC**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Title: Attorney-in-fact for Henry R. Kravis,  
Manager

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts,  
Manager

**KKR 2006 FUND L.P.**

By: KKR Associates 2006 L.P., its general partner

By: KKR 2006 GP LLC, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for Henry R. Kravis,  
Manager

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts,  
Manager

**KKR ASSOCIATES 2006 L.P.**

By: KKR 2006 GP LLC, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for Henry R. Kravis,  
Manager

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts,  
Manager

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CUSIP No. 404119109

**KKR 2006 GP LLC**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for Henry R. Kravis,  
Manager

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts,  
Manager

**OPERF CO-INVESTMENT LLC**

By: KKR Associates 2006 L.P., its manager

By: KKR 2006 GP LLC, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for Henry R. Kravis,  
Manager

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts,  
Manager

**KKR PEI INVESTMENTS, L.P.**

By: KKR PEI Associates L.P., its general partner

By: KKR PEI GP Limited, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

**KKR PEI ASSOCIATES L.P.**

By: KKR PEI GP Limited, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director



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**KKR PEI GP LIMITED**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

**KKR PARTNERS III, L.P.**

By: KKR III GP LLC, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Member

**KKR III GP LLC**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Member

**8 NORTH AMERICA INVESTOR L.P.**

By: KKR Associates 8 NA L.P., its general partner

By: KKR 8 NA Limited, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

**KKR ASSOCIATES 8 NA L.P.**

By: KKR 8 NA Limited, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

CUSIP No. 404119109

**KKR 8 NA LIMITED**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

**KKR FUND HOLDINGS L.P.**

By: KKR Fund Holdings GP Limited, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

**KKR FUND HOLDINGS GP LIMITED**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

**KKR GROUP HOLDINGS L.P.**

By: KKR Group Limited, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

**KKR GROUP LIMITED**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Director

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CUSIP No. 404119109

**KKR & CO. L.P.**

By: KKR Management LLC, its general partner

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for Henry R. Kravis,  
Designated Member

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts,  
Designated Member

**KKR MANAGEMENT LLC**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for Henry R. Kravis,  
Designated Member

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact for George R. Roberts,  
Designated Member

**HENRY R. KRAVIS**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact

**GEORGE R. ROBERTS**

By: /s/ William J. Janetschek  
Name: William J. Janetschek  
Title: Attorney-in-fact

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CUSIP No. 404119109

**EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Title</b>   |
|---------------------------|--|
| 1                         | Joint Filing Agreement, dated October 13, 2009   |
| 2                         | Powers of attorney dated July 31, 2005, granted by Henry R. Kravis and George R. Roberts |

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