

PAGLIUCA STEPHEN G
Form 4
February 13, 2013

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 *
PAGLIUCA STEPHEN G

(Last) (First) (Middle)

**C/O BAIN CAPITAL PARTNERS,
LLC, JOHN HANCOCK TOWER,
200 CLARENDON ST**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2013

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)

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 | (A) or (D) | Price |
| Common Stock, Par Value \$0.01 | 02/11/2013 | | J ⁽⁶⁾ | | 308,233 | D | \$ 0 |
| | | | | | 73,907,893 | I | |

See Footnotes (1) (2) (3) (4) (5)

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PAGLIUCA STEPHEN G C/O BAIN CAPITAL PARTNERS, LLC JOHN HANCOCK TOWER, 200 CLARENDON ST BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Stephen Pagliuca 02/13/2013

__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 shares of HCA Holdings, Inc. ("HCA") reported on this Form 4 are held of record by Hercules Holding II, LLC ("Hercules II"). Hercules II is held by a private investor group, including affiliates of Bain Capital Investors, LLC ("BCI"), Kohlberg Kravis & Roberts & Co. LLC and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Affiliates of BCI indirectly own 73,907,893 shares of Common Stock of HCA.
- (2) Mr. Stephen Pagliuca is a Managing Director of BCI, which is the administrative member of Bain Capital Integral Investors 2006, LLC ("Integral 2006"). Mr. Pagliuca may be deemed to beneficially own the 68,661,035 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). Mr. Pagliuca may be deemed to beneficially own the 497,466 shares of Common Stock of HCA indirectly owned by BCIP TCV by virtue of its membership in Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (4) BCI is also the administrative member of Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"). Mr. Pagliuca may be deemed to beneficially own the 4,749,392 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II. Mr. Pagliuca disclaims beneficial ownership of such

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securities except to the extent of his pecuniary interest therein.

- As a result of the relationships described in the foregoing footnotes, Mr. Pagliuca may be deemed to beneficially own the 224,275,052
- (5) shares of Common Stock of HCA held by Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

- On February 11, 2013, Hercules Investors II distributed 308,233 shares of HCA Common Stock to Integral 2006, which made a further
- (6) distribution of shares to certain partners and other employees of the Bain Entities in connection with certain charitable gifts made by such partners and other employees on February 11, 2013.

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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