

Edgar Filing: HCA Holdings, Inc. - Form FWP

HCA Holdings, Inc.  
Form FWP  
February 08, 2012

Filed pursuant to Rule 433

Issuer Free Writing Prospectus, dated February 7, 2012

Supplementing the Preliminary Prospectus Supplement, dated February 7, 2012

Registration No. 333-175791

HCA Inc.

\$1,350,000,000 5.875% Senior Secured Notes due 2022 (the Notes )

**Pricing Supplement**

Pricing Supplement dated February 7, 2012 to HCA Inc.'s Preliminary Prospectus Supplement dated February 7, 2012. This Pricing Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement. The information in this Pricing Supplement supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Financial information present in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by changes described herein. Capitalized terms used in this Pricing Supplement but not defined have the meanings given them in the Preliminary Prospectus Supplement.

<b>Issuer</b>	HCA Inc.
<b>Aggregate Principal Amount</b>	\$1,350,000,000
<b>Title of Security</b>	5.875% Senior Secured Notes due 2022
<b>Maturity</b>	March 15, 2022
<b>Spread to Treasury</b>	+392 basis points
<b>Benchmark Treasury</b>	UST 7 1/4% due August 15, 2022
<b>Coupon</b>	5.875%

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<b>Public Offering Price</b>	100% plus accrued interest, if any, from February 16, 2012
<b>Yield to Maturity</b>	5.875%
<b>Interest Payment Dates</b>	March 15 and September 15 of each year, beginning on September 15, 2012
<b>Record Dates</b>	March 1 and September 1 of each year
<b>Gross Proceeds</b>	\$1,350,000,000

**Underwriting Discount** 1.125%

**Net Proceeds to Issuer Before Expenses** \$1,334,812,500

**Optional Redemption (Make Whole Call)** The Notes will be redeemable, at our option, at any time in whole or from time to time in part, at a redemption, or make-whole, price equal to the greater of:

(i) 100% of the aggregate principal amount of the Notes to be redeemed, and

(ii) an amount equal to sum of the present value of the remaining scheduled payments of principal of and interest on the Notes to be redeemed (excluding accrued and unpaid interest to the redemption date and subject to the right of holders on the relevant record date to receive interest due on the relevant interest payment date) discounted from their scheduled date of payment to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) using a discount rate equal to the Treasury Rate plus 50 basis points

plus, in each of the above cases, accrued and unpaid interest, if any, to such redemption date.

**Change of Control** Upon certain change of control events, each holder may require the Issuer to repurchase at 101%, plus accrued and unpaid interest, if any.

**Trade Date** February 7, 2012

**Settlement Date:** February 16, 2012 (T+7)

We expect that delivery of the notes will be made to investors on or about February 16, 2012, which will be the seventh business day following the date of this pricing term sheet (such settlement being referred to as T+7 ). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes prior to the delivery of the notes hereunder will be required, by virtue of the fact that the notes initially settle in T+7, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes prior to their date of delivery hereunder should consult their advisors.

<b>Denominations</b>	\$2,000 and integral multiples of \$1,000
<b>CUSIP/ISIN Numbers</b>	CUSIP: 404121 AE5 ISIN: US404121AE51
<b>Form of Offering</b>	SEC Registered (Registration No. 333-175791)
<b>Joint Book-Running Managers</b>	Goldman, Sachs & Co. Barclays Capital Inc. Citigroup Global Markets Inc. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith  Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Morgan Stanley & Co. LLC Wells Fargo Securities, LLC
Incorporated	
<b>Co-Managers</b>	Credit Agricole Securities (USA) Inc. RBC Capital Markets, LLC SunTrust Robinson Humphrey, Inc.
<b>Use of Proceeds</b>	We estimate that our net proceeds from this offering, after deducting underwriter discounts and commissions and estimated offering expenses, will be approximately \$1,333,000,000. We intend to use the net proceeds from the notes offered hereby for general corporate purposes, which may include the repayment, redemption or repurchase of our existing indebtedness and/or the financing of the special dividend payable in February 2012 to shareholders of HCA Holdings, Inc. See Use of Proceeds and Capitalization.
<b>Additional Changes to Preliminary Prospectus Supplement:</b>	The total size of the offering of notes has been increased from \$750,000,000 to \$1,350,000,000.  Corresponding changes have been made where applicable throughout the Preliminary Prospectus Supplement. In addition, other information (including financial information) is deemed to have changed to the extent affected by the changes described herein and the pricing of the Notes.

The issuer has filed a registration statement (including a prospectus and a related prospectus supplement) with the United States Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents HCA Holdings, Inc. has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus supplement and accompanying prospectus may be obtained by calling Barclays Capital Inc. at 1-888-603-5847.

This communication should be read in conjunction with the preliminary prospectus supplement and the accompanying prospectus. The information in this communication supersedes the information in the preliminary prospectus supplement and the accompanying prospectus to the extent inconsistent with the information in such preliminary prospectus supplement and the accompanying prospectus.

**ANY DISCLAIMERS OR OTHER NOTICES THAT MAY APPEAR BELOW ARE NOT APPLICABLE TO THIS COMMUNICATION AND SHOULD BE DISREGARDED. SUCH DISCLAIMERS OR OTHER NOTICES WERE AUTOMATICALLY GENERATED AS A RESULT OF THIS COMMUNICATION BEING SENT VIA BLOOMBERG OR ANOTHER EMAIL SYSTEM.**