

HCA Holdings, Inc.  
Form 4  
January 19, 2017

# 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 \*  
Chari Ravi S.

(Last) (First) (Middle)

ONE PARK PLAZA

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/17/2017

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)

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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	Price		
Common Stock	01/17/2017		M <sup>(1)</sup>		20,000	\$ 22.95	A (2)	D
Common Stock	01/17/2017		M <sup>(1)</sup>		12,750	\$ 37.18	A (2)	D
Common Stock	01/17/2017		M <sup>(1)</sup>		7,000	\$ 47.97	A (2)	D
Common Stock	01/17/2017		M <sup>(1)</sup>		2,750	\$ 68.96	A (2)	D
Common Stock	01/17/2017		F <sup>(1)</sup>		26,599	\$ 80.93	D (2)	D

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

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(9-02)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 22.95	01/17/2017		M <sup>(1)</sup>	10,000	<sup>(3)</sup> 02/08/2022	Common Stock 10,000
Stock Appreciation Right	\$ 22.95	01/17/2017		M <sup>(1)</sup>	10,000	<sup>(4)</sup> 02/08/2022	Common Stock 10,000
Stock Appreciation Right	\$ 37.18	01/17/2017		M <sup>(1)</sup>	6,375	<sup>(5)</sup> 02/06/2023	Common Stock 6,375
Stock Appreciation Right	\$ 37.18	01/17/2017		M <sup>(1)</sup>	6,375	<sup>(6)</sup> 02/06/2023	Common Stock 6,375
Stock Appreciation Right	\$ 47.97	01/17/2017		M <sup>(1)</sup>	3,500	<sup>(7)</sup> 02/05/2024	Common Stock 3,500
Stock Appreciation Right	\$ 47.97	01/17/2017		M <sup>(1)</sup>	3,500	<sup>(8)</sup> 02/05/2024	Common Stock 3,500
Stock Appreciation Right	\$ 68.96	01/17/2017		M <sup>(1)</sup>	2,750	<sup>(9)</sup> 02/04/2025	Common Stock 2,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Chari Ravi S.  
ONE PARK PLAZA  
NASHVILLE, TN 37203

SVP-Clinical Excellence

## Signatures

/s/ Kevin A. Ball,  
Attorney-in-Fact

01/19/2017

\_\_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 exercise of stock appreciation rights and sale of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
  - (2) Includes 568.0531 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
  - (3) The stock appreciation rights vested at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
  - (4) The stock appreciation right vested in four equal annual installments beginning on February 8, 2013.  
On February 6, 2013, the reporting person was granted 8,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2013, 2014 and 2015 was met, resulting in the vesting of 6,375 stock appreciation rights.
  - (5) The stock appreciation rights vest in four equal annual installments beginning on February 6, 2014.  
On February 5, 2014, the reporting person was granted 7,000 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2014 and 2015 was met, resulting in the vesting of 3,500 stock appreciation rights.
  - (6) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
  - (7) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
  - (8) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
  - (9) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.