

HCA Holdings, Inc.  
Form 4  
November 05, 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 \*  
**CONNAUGHTON JOHN**

(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)  
**11/01/2013**

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, Par Value \$0.01  | 11/01/2013                           |  | S                              |   | 14,580,887  | D  | \$ 46.92<br>(1)                            |
|                                 |                                      |  |                                |   |   |  | 35,331,374                                 |
|                                 |                                      |  |                                |   |   |  | I  |
|                                 |                                      |  |                                |   |   |  | See Footnotes (3) (4) (5) (6) (7)          |
| Common Stock, Par Value \$0.01  | 11/01/2013                           |  | D                              |   | 5,328,218   | D  | \$ 46.92<br>(2)                            |
|                                 |                                      |  |                                |   |   |  | 30,003,156                                 |
|                                 |                                      |  |                                |   |   |  | I  |
|                                 |                                      |  |                                |   |   |  | See Footnotes (3) (4) (5) (6) (7)          |

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



## Edgar Filing: HCA Holdings, Inc. - Form 4

BCI is the administrative member Bain Capital Integral Investors 2006, LLC ("Integral 2006"). On November 1, 2013, Integral 2006 sold 13,520,432 shares of Common Stock of HCA in the Offering and 4,951,529 shares of Common Stock of HCA in the Repurchase. Following such sales, Integral 2006 held 27,882,022 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 27,882,022 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II.

- (5) BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). On November 1, 2013, BCIP TCV sold 100,544 shares of Common Stock of HCA in the Offering and 35,715 shares of Common Stock of HCA in the Repurchase. Following such sales, BCIP TCV owned 201,109 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to the 201,109 shares of Common Stock of HCA indirectly owned by BCIP TCV by virtue of its membership in Hercules II.

- (6) BCI is the administrative member of Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"). On November 1, 2013, Hercules Investors sold 959,911 share of Common Stock of HCA in the Offering and 9,920,024 shares of Common Stock of HCA in the Repurchase. Following such sales, Hercules Investors held 1,920,024 shares of Common Stock of HCA. BCI may be deemed to share voting and dispositive power with respect to 1,920,024 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II.

- (7) The governance, investment strategy and decision making process with respect to the investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Mr. John Connaughton is a Managing Director of BCI and a member of GPEB. By virtue of the relationships described in these footnotes, Mr. Connaughton may be deemed to share voting and dispositive power with respect to the 128,918,383 shares of Common Stock of HCA held by Hercules II. Mr. Connaughton disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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.