

HNA HLT Holdco I LLC
 Form 4
 April 16, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 HNA Tourism Group Co., Ltd.

2. Issuer Name and Ticker or Trading Symbol
 Hilton Worldwide Holdings Inc.
 [HLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/13/2018

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

HNA BUILDING, NO. 7, GUOXING ROAD
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

HAIKOU, F4 570203

(City) (State) (Zip)

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 per share | 04/13/2018 | | S | | 66,000,000 | D | \$ 73 16,500,000 |
| | | | | | | I (1) | See Explanation (1) |

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 Following Transaction (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 |
| HNA Tourism Group Co., Ltd. HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | | X | | |
| HNA Group Co., Ltd. HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | | X | | |
| HNA Tourism (HK) Group Co., Ltd. HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | | X | | |
| HNA HLT Holdco III Ltd HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | | X | | |
| HNA HLT Holdco II LLC HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | | X | | |
| HNA HLT Holdco I LLC HNA BUILDING, NO. 7 GUOXING ROAD HAIKOU, F4 570203 | | X | | |

Signatures

/s/ TIAN Jianjun

04/13/2018

**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).

Reflects shares of common stock directly owned by HNA HLT Holdco I LLC ("SPV I") and indirectly owned by HNA HLT Holdco II LLC ("SPV II"), HNA HLT Holdco III Limited ("SPV III"), HNA Tourism (HK) Group Co., Ltd. ("HNA Tourism HK"), HNA Tourism (1) Group Co., Ltd. ("HNA Tourism") and HNA Group Co., Ltd. ("HNA Group"). SPV I is a wholly-owned subsidiary of SPV II. 100% of the voting interests of SPV II are controlled by SPV III. SPV III is a wholly owned subsidiary of HNA Tourism HK. HNA Tourism HK is a wholly-owned subsidiary of HNA Tourism. HNA Tourism is a majority-owned subsidiary of HNA Group.

Remarks:

Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

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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