

HCA Holdings, Inc.
Form 3
January 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â RUTHERFORD BILL B | | (Month/Day/Year) | HCA Holdings, Inc. [HCA] | |
| (Last) | (First) | (Middle) | 01/01/2014 | |
| ONE PARK PLAZA | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| NASHVILLE,Â TNÂ 37203 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO and EVP | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 23,329 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|------------|------------|--------------|--------|------------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/25/2019 | Common Stock | 9,832 | \$ 5.3385 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 02/25/2019 | Common Stock | 9,829 | \$ 11.3585 | D | Â |
| Non-Qualified Stock Option (right to buy) | 02/25/2012 | 02/25/2019 | Common Stock | 9,829 | \$ 7.4739 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 08/27/2019 | Common Stock | 5,518 | \$ 15.9112 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 08/27/2019 | Common Stock | 11,036 | \$ 6.4772 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 08/27/2019 | Common Stock | 11,038 | \$ 5.9821 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/27/2010 | 08/27/2019 | Common Stock | 5,518 | \$ 10.9168 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/27/2011 | 08/27/2019 | Common Stock | 5,518 | \$ 6.4772 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 08/27/2019 | Common Stock | 16,556 | \$ 5.9821 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/02/2012 | 11/02/2021 | Common Stock | 6,250 | \$ 21.35 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (7) | 11/02/2021 | Common Stock | 18,750 | \$ 17.33 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (8) | 11/02/2021 | Common Stock | 5,000 | \$ 22.1 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (9) | 11/02/2021 | Common Stock | 6,250 | \$ 17.33 | D | Â |
| Stock Appreciation Right | Â (10) | 02/08/2022 | Common Stock | 25,000 | \$ 22.95 | D | Â |
| Stock Appreciation Right | Â (11) | 02/08/2022 | Common Stock | 6,250 | \$ 22.95 | D | Â |
| Stock Appreciation Right | Â (12) | 02/06/2023 | Common Stock | 8,500 | \$ 37.18 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUTHERFORD BILL B ONE PARK PLAZA NASHVILLE, TN 37203 | Â | Â | Â CFO and EVP | Â |

Signatures

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

01/10/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) On February 25, 2009, the reporting person was granted an option to purchase 29,494 shares of common stock, which vest upon achievement of certain predetermined investment return targets. 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of the closing of the initial public offering of the Issuer's securities on March 15, 2011, 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2011 and 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2012.
- (2) The option vested at the end of fiscal year 2012 based upon the achievement of certain annual EBITDA performance targets.
- (3) The option vested at the end of fiscal year 2009 based upon the achievement of certain annual EBITDA performance targets.
- (4) The option vested in two equal installments at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.
- (5) The option vested in equal increments (i) at the end of fiscal year 2012 upon the achievement of certain annual EBITDA performance targets and (ii) upon a change in control (as defined in the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates as Amended and Restated) of the Issuer which occurred effective November 1, 2013.
- (6) The option was scheduled to vest in three equal annual installments beginning on August 27, 2012. A change in control of the Issuer occurred effective November 1, 2013, resulting in the accelerated vesting of the option as to the shares that remained unvested.
- (7) The option vests in three equal annual installments beginning on November 2, 2013.
- (8) The option vested at the end of fiscal year 2011 based upon the achievement of certain annual EBITDA performance targets.
- (9) On November 2, 2011, the reporting person was granted an option to purchase 18,750 shares of common stock. The option vests in equal increments at the end of fiscal years 2012, 2013 and 2014 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. The EBITDA performance criteria for 2012 was met, resulting in vesting of the option as to 6,250 shares.
- (10) The stock appreciation rights vest in four equal annual installments beginning on February 8, 2013.
- (11) On February 8, 2012, the reporting person was granted 25,000 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2012 was met, resulting in the vesting of 6,250 stock appreciation rights.
- (12) The stock appreciation rights vest in four equal annual installments beginning on February 6, 2014.

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.