HCA Holdings, Inc.
Form 3
May 06, 2016

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
Â Wyatt Christopher F.
(Last) (First) (Middle)

ONE PARK PLAZA
(Street)

NASHVILLE,Â TNÂ 37203
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/28/2016

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
SVP & Controller

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

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

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	5,977	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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			

				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (1)	11/17/2010	Common Stock	788	$ 23.1343	D	Â
Non-Qualified Stock Option (right to buy)	11/17/2011	11/17/2010	Common Stock	391	$ 23.1343	D	Â
Non-Qualified Stock Option (right to buy)	11/17/2012	11/17/2010	Common Stock	392	$ 19.1143	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	11/17/2010	Common Stock	788	$ 17.1143	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	11/17/2010	Common Stock	793	$ 17.1143	D	Â
Stock Appreciation Right	Â (4)	02/06/2023	Common Stock	6,375	$ 37.18	D	Â
Stock Appreciation Right	Â (5)	02/06/2023	Common Stock	8,500	$ 37.18	D	Â
Stock Appreciation Right	Â (6)	02/05/2024	Common Stock	2,750	$ 47.97	D	Â
Stock Appreciation Right	Â (7)	02/05/2024	Common Stock	5,500	$ 47.97	D	Â
Stock Appreciation Right	Â (8)	02/04/2025	Common Stock	8,000	$ 68.96	D	Â
Stock Appreciation Right	Â (9)	01/29/2026	Common Stock	7,010	$ 69.58	D	Â
Restricted Stock Units	02/06/2017	02/06/2023	Common Stock	564	$ (10)	D	Â
Restricted Stock Units	Â (11)	02/05/2024	Common Stock	750	$ (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wyatt Christopher F. ONE PARK PLAZA NASHVILLE,Â TNÂ 37203	Â	Â	Â SVP & Controller	Â

Signatures

/s/ Kevin A. Ball, Attorney-in-Fact	05/06/2016
**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)	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.
(2)	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.
(3)	The option was scheduled to vest in two equal annual installments beginning on November 17, 2013. 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.
(4)	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.
(6)	On February 5, 2014, the reporting person was granted 5,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 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 2,750 stock appreciation rights.
(7)	The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
(8)	The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
(9)	The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
(10)	Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.
(11)	The restricted stock units vest in two equal annual installments beginning February 5, 2017.

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.