

HCA Holdings, Inc.
Form 4
February 03, 2017

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 *
Perlin Jonathan B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE PARK PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres-Clinical Services & CMO

NASHVILLE, TN 37203

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

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/01/2017 | | M | | 66,055 | A | \$ 5.7847 |
| Common Stock | 02/01/2017 | | S | | 66,055 | D | \$ 82 |
| Common Stock | | | | | 913 | I | |
| Common Stock | | | | | 3,846 | I | |

By 2011 GRAT, Reporting Person Trustee
By 2012 GRAT,

Reporting
Person
Trustee

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 of Underlying Security (Instr. 3 & 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 5.7847 ⁽²⁾ | 02/01/2017 | | M | 46,055 | ⁽³⁾ 11/15/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.7847 ⁽²⁾ | 02/01/2017 | | M | 8,427 | ⁽⁵⁾ 11/15/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.7847 ⁽²⁾ | 02/01/2017 | | M | 11,573 | ⁽⁶⁾ 11/15/2017 | Common Stock |
| Stock Appreciation Right | \$ 81.96 | 02/01/2017 | | A | 25,680 | 02/01/2018 ⁽⁷⁾ 02/01/2027 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Perlin Jonathan B ONE PARK PLAZA NASHVILLE, TN 37203 | | | Pres-Clinical Services & CMO | |

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

02/03/2017

__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) Includes 898.2407 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (2) Exercise Price was adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.

On November 15, 2007, the reporting person was granted an option to purchase 96,055 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.
- (3) Shares have been adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.
- (4) The option vested in equal increments at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.
- (5) The option vested in two equal annual installments beginning on November 15, 2011.
- (6) The stock appreciation rights vest in four equal annual installments beginning on February 1, 2018.
- (7) The stock appreciation rights vest in four equal annual installments beginning on February 1, 2018.

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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