## Edgar Filing: PAGLIUCA STEPHEN G - Form 3

#### PAGLIUCA STEPHEN G

Form 3

February 19, 2010

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

**OMB APPROVAL** 

**OMB** Number:

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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 \*

À PAGLIUCA STEPHEN G

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/10/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

HCA INC/TN [HCA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O BAIN CAPITAL PARTNERS, LLC, 111 **HUNTINGTON AVENUE** 

(Street)

(Check all applicable) \_X\_ Director \_\_X\_\_ 10% Owner

Officer Other (give title below) (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

BOSTON. MAÂ 02199

(City) (State)

(Instr. 4)

1. Title of Security

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

Common stock, par value \$0.01 per share 23,373,333 Ι See Footnotes (1) (2) (3) (4)

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)

**Expiration Date** (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

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Date Expiration Title Exercisable Date

Amount or Security Number of

Shares

Direct (D) or Indirect (I) (Instr. 5)

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PAGLIUCA STEPHEN G C/O BAIN CAPITAL PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MAÂ 02199

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## **Signatures**

/s/ Stephen G. Pagliuca

02/18/2010

\*\*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).
- The shares of common stock of HCA Inc. reported on this Form 3 are held of record by Hercules Holding II, LLC. Hercules Holding II, LLC is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. LLC and Merrill Lynch Global Private Equity, and affiliates of HCA, Inc. founder Dr. Thomas F. Frist, Jr. Affiliates of Bain Capital Investors, LLC indirectly own 23,373,333 shares of common stock of HCA Inc. Please see Footnotes (2), (3) and (4).
- Mr. Pagliuca is Managing Director of Bain Capital Investors, LLC ("BCI"). Because BCI is the administrative member of Bain Capital Integral Investors 2006, LLC ("Integral 2006"), Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the 21,720,908 shares of Common Stock of HCA Inc. indirectly owned by Integral 2006 by virtue of its membership in Hercules Holding II, LLC ("Holdings"). Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Because BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"), Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the 156,670 shares of Common Stock of HCA Inc. indirectly owned by BCIP TCV by virtue of its membership in Holdings. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein
- Because BCI is the administrative member of Bain Capital Hercules Investors, LLC ("Hercules Investors"), Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the 1,495,755 shares of Common Stock of HCA Inc. indirectly owned by Hercules Investors by virtue of its membership in Holdings. Mr. Pagliuca 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.

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