Gordon Christopher R Form 4 March 11, 2011

# FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Gordon Christopher R

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

HCA Holdings, Inc. [HCA]

(Month/Day/Year)

03/09/2011

\_X\_\_ Director X 10% Owner \_\_Other (specify Officer (give title

(Check all applicable)

5. Relationship of Reporting Person(s) to

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

(Street)

(State)

4. 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

below)

BOSTON, MA 02199

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	ecuriti	ies Acq	uired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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)
Common Stock, Par Value \$0.01	03/09/2011		J <u>(6)</u>	174,865 (5)	D	\$ 0	413,589,975 (5)	I	See Footnotes (1) (2) (3) (4)

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b></b>	Director	10% Owner	Officer	Other		
Gordon Christopher R C/O BAIN CAPITAL PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X				

# **Signatures**

/s/ Christopher Gordon

03/11/2011 Date

\*\*Signature of
Reporting Person

### **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).
- The shares of HCA Holdings, Inc. ("HCA") reported on this Form 4 are held of record by Hercules Holding II, LLC ("Hercules II").

  Hercules II is held by a private investor group, including affiliates of Bain Capital Investors, LLC ("BCI"), Kohlberg Kravis & Roberts & Co. LLC and Merrill Lynch Global Private Equity, and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Affiliates of BCI indirectly own 413,589,975 shares of Common Stock of HCA.
- Mr. Gordon is Managing Director BCI. Because BCI is the administrative member of Bain Capital Integral Investors 2006, LLC

  ("Integral 2006"), Mr. Gordon may be deemed to share voting and dispositive power with respect to the 97,852,691 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules Holding II, LLC ("Holdings"). Mr. Gordon 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. Gordon may be deemed to share voting and dispositive power with respect to the 705,798 shares of Common Stock of HCA Inc. indirectly owned by BCIP TCV by virtue of its membership in Holdings. Mr. Gordon 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" together with BCI, Integral 2006 and BCIP TCV, the "Bain Capital Entities"), Mr. Gordon may be deemed to share voting and dispositive power with respect to the 6,738,376 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Holdings. Mr. Gordon disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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- (5) Reflects 4.505 to 1 forward stock split that occurred on March 9, 2011.
- On March 9, 2011, Hercules Holding II, LLC distributed 174,865 shares of HCA Holdings, Inc.'s common stock, par value \$.01 per share (6) ("Common Stock"), to funds advised by BCI, which funds made a further distribution of shares to certain partners and other employees of the Bain Capital Entities in connection with certain charitable gifts made by such partners and other employees on March 9, 2011.

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.