

FRIST THOMAS F III
Form 5
February 14, 2011

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FRIST THOMAS F III

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [(NONE)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203

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 at end of Issuer's Fiscal Year (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 per share | 01/26/2010 | Â | G | 295 A \$ 0 | 1,859 | I | Held indirectly through Hercules Holding II, LLC <u>(1)</u> <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/26/2010 | Â | G | 295 A \$ 0 | 1,859 | I | Held indirectly through Hercules |

| | | | | | | | | | |
|--|------------|---|---|--------|---|------|--------|---|---|
| Common Stock, par value \$0.01 per share | 01/26/2010 | Â | G | 885 | A | \$ 0 | 5,577 | I | Holding II, LLC by spouse ⁽¹⁾ <u>(2)</u> Held indirectly through Hercules Holding II, LLC by Trusts for benefit of children ⁽¹⁾ <u>(3)</u> |
| Common Stock, par value \$0.01 per share | 04/30/2010 | Â | G | 55,810 | A | \$ 0 | 55,810 | I | Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2010 GRAT ⁽¹⁾ <u>(3)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holding II, LLC by Frisco Inc. ⁽¹⁾ <u>(4)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holding II, LLC by Frisco Partners ⁽¹⁾ <u>(4)</u> |

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 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 and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIST THOMAS F III 3100 WEST END AVENUE NASHVILLE, TN 37203 | Â | Â X | Â | Â |

Signatures

/s/ Natalie H. Cline, Attorney-in-Fact for Reporting Person 02/14/2011

**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).
- Hercules Holding II, LLC ("Hercules") holds 91,845,692 shares of the common stock of HCA Holdings, Inc. Hercules has issued one unit per share of HCA Holdings, Inc. that it owns directly. Hercules is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity, and affiliates of HCA Inc.
- (1) founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
 - (2) Thomas F. Frist III received gifts of 295 and 55,810 units of Hercules on January 26, 2010 and April 30, 2010, respectively. The 55,810 units were subsequently transferred to the Thomas F. Frist III 2010 Grantor Retained Annuity Trust. Following receipt of these gifts, Mr. Frist directly owns 1,859 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer by virtue of his membership in Hercules. Mr. Frist may also be deemed to have indirect beneficial ownership in respect of 1,859 units of Hercules through an indirect pecuniary interest in such units held by his wife, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.
 - (3) Mr. Frist may be deemed the beneficial owner of the 55,810 units of Hercules held by the Thomas F. Frist 2010 Grantor Retained Annuity Trust, of which he serves as trustee, and the aggregate 5,577 units held by certain trusts for the benefit of his children, each of which his sister serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.
 - (4) Mr. Frist may also be deemed to share voting and dispositive power with respect to 17,804,125 shares of the Issuer beneficially owned by Frisco Inc., by virtue of his position as a director of Frisco Inc. and with respect to 17,804,125 shares of the Issuer beneficially owned by Frisco Partners, by virtue of his position as a partner of Frisco Partners. Frisco Inc. and Frisco Partners each have beneficial

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ownership of 17,804,125 units of Hercules, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

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Remarks:

OnÂ NovemberÂ 22,Â 2010,Â HCAÂ Holdings,Â Inc.Â becameÂ theÂ successorÂ ofÂ HCAÂ Inc.Â pursuantÂ toÂ aÂ me
Inc.Â becomingÂ aÂ parentÂ holdingÂ companyÂ ofÂ HCAÂ Inc.,Â butÂ didÂ notÂ alterÂ theÂ proportionateÂ interestsÂ

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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