

HCA INC/TN
Form 3
October 13, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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)

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KKR Fund Holdings L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET, SUITE 4200</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HCA INC/TN [HCA INC.]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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, par value \$0.01 per share | 9,313,725 | I | Held through Hercules Holding II, LLC and KKR Millennium Fund L.P. (1) (2) (3) (8) (9) (10) (11) |
| Common Stock, par value \$0.01 per share | 8,642,157 | I | Held through Hercules Holding II, LLC and KKR 2006 Fund L.P. (1) (2) (4) (8) (9) (10) (11) |
| Common Stock, par value \$0.01 per share | 196,078 | I | Held through Hercules Holding II, LLC and OPERF Co-Investment LLC (1) (2) (5) (8) (9) (10) (11) |
| Common Stock, par value \$0.01 per share | 3,949,873.017 | I | Held through Hercules Holding II, LLC and KKR PEI |

Investments, L.P. (1) (2) (6) (8) (9)
(10) (11)
 Held through Hercules Holding
 II, LLC and 8 North America
 Investor L.P. (1) (2) (7) (8) (9) (10) (11)

Common Stock, par value \$0.01 per share 952,087.983 I

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) | 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 (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|-----------------|--------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 | Â | Â X | Â | Â |

NEW YORK, NY 10019

KKR Management LLC

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

^ ^ X ^ ^

Signatures

| | |
|--------------------------------------------------------------|------------|
| /s/ William J. Janetschek, KKR Fund Holdings L.P.(12) | 10/13/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Fund Holdings GP Limited (13) | 10/13/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Group Holdings L.P. (14) | 10/13/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Group Limited (15) | 10/13/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR & Co. L.P. (16) | 10/13/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR & Co. L.P. (17) | 10/13/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Management LLC (18) | 10/13/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Management LLC (19) | 10/13/2009 |
| **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) KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P. and KKR Management LLC are filing this Form 3 as a result of a structural reorganization of KKR & Co. L.P. and its affiliates ("KKR") in connection with the combination of the businesses of KKR and KKR Private Equity Investors, L.P.
- (2) Hercules Holding II, LLC holds 91,845,692 shares, or 97.3%, of the common stock, par value \$0.01 per share (the "Shares") of HCA Inc. (the "Issuer"). Hercules Holding II, LLC is held by a private investor group, including affiliates of each of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Bank of America Corporation and by affiliates of Dr. Thomas F. Frist, Jr., the founder of the Issuer. Each such person may be deemed to be a member of a group exercising voting and investment control over the Shares held by Hercules Holding II, LLC. However, each such person disclaims membership in any such group and disclaims beneficial ownership of such Shares, except to the extent of his or its pecuniary interest therein. Certain affiliates of Kohlberg Kravis Roberts & Co. L.P. collectively have the right under Hercules Holding II, LLC's limited liability company agreement to nominate up to three directors of the Issuer.
- (3) KKR Millennium Fund L.P. (the "Millennium Fund") directly owns 9,313,725 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of the Millennium Fund, KKR Associates Millennium L.P. may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by the Millennium Fund. As the sole general partner of KKR Associates Millennium L.P., KKR Millennium GP LLC also may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by the Millennium Fund.
- (4)

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KKR 2006 Fund L.P. (the "2006 Fund") directly owns 8,642,157 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of the 2006 Fund, KKR Associates 2006 L.P. may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by the 2006 Fund. As the sole general partner of KKR Associates 2006 L.P., KKR 2006 GP LLC may also be deemed to share voting and dispositive power with respect to the Shares beneficially owned by the 2006 Fund.

(5) OPERF Co-Investment LLC ("OPERF Co-Investment") directly owns 196,078 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. As the manager of OPERF Co-Investment, KKR Associates 2006 L.P. may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by OPERF Co-Investment. As the sole general partner of KKR Associates 2006 L.P., KKR 2006 GP LLC may also be deemed to share voting and dispositive power with respect to the Shares beneficially owned by OPERF Co-Investment.

(6) KKR PEI Investments, L.P. ("PEI Investments") directly owns 3,949,873.017 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of PEI Investments, KKR PEI Associates, L.P. may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by PEI Investments. As the sole general partner of KKR PEI Associates, L.P., KKR PEI GP Limited may also be deemed to share voting and dispositive power with respect to the Shares beneficially owned by PEI Investments.

(7) 8 North America Investor L.P. directly owns 952,087.983 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of 8 North America Investor L.P., KKR Associates 8 NA L.P. may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by 8 North America Investor L.P. As the sole general partner of KKR Associates 8 NA L.P., KKR 8 NA Limited may also be deemed to share voting and dispositive power with respect to the Shares beneficially owned by 8 North America Investor L.P.

(8) Each of KKR Fund Holdings L.P. (as the designated member of KKR Millennium GP LLC and KKR 2006 GP LLC and the sole shareholder of KKR PEI GP Limited and KKR 8 NA Limited); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited); KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited) and KKR Management LLC (as the sole general partner of KKR & Co. L.P.) may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by the Millennium Fund, the 2006 Fund, OPERF Co-Investment, PEI Investments and 8 North America Investor L.P.

(9) As the designated members of KKR Management LLC, Henry R. Kravis and George R. Roberts may also be deemed to share voting and dispositive power with respect to the Shares beneficially owned by the Millennium Fund, the 2006 Fund, OPERF Co-Investment, 8 North America Investor and PEI Investments.

(10) In addition to the securities reported on this Form 3, KKR Partners III, L.P. directly owns 319,411 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of KKR Partners III, L.P., KKR III GP LLC may be deemed to share voting and dispositive power with respect to such Shares beneficially owned by KKR Partners III, L.P. As the managers of KKR III GP LLC, Henry R. Kravis and George R. Roberts may also be deemed to share voting and dispositive power with respect to the Shares beneficially owned by KKR Partners III, L.P.

(11) Each Reporting Person and each other person named in notes (3) through (10) above disclaims beneficial ownership of any securities reported herein, except to the extent of such person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Persons are the beneficial owners of any equity securities covered by this statement.

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Remarks:

(12)Â Mr.Â JanetschekÂ isÂ signingÂ inÂ hisÂ capacityÂ asÂ directorÂ ofÂ KKRÂ FundÂ HoldingsÂ GPÂ Limited,Â gen

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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