

HCA Holdings, Inc.  
Form 8-K  
April 30, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 30, 2012 (April 26, 2012)**

**HCA HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-11239**  
**(Commission File Number)**

**27-3865930**  
**(IRS Employer**  
  
**Identification No.)**

Edgar Filing: HCA Holdings, Inc. - Form 8-K

**One Park Plaza, Nashville, Tennessee**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (615) 344-9551**

**37203**  
(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Stockholders (the Annual Meeting ) of HCA Holdings, Inc. (the Company ) held on April 26, 2012 at the Company s corporate headquarters in Nashville, Tennessee, a total of 406,777,516 shares of the Company s common stock, out of a total of 438,204,071 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The following proposals were voted on and approved by the Company s stockholders at the Annual Meeting:

1. Election to the Company s Board of Directors of the following 13 director nominees:

|                       | For         | Withheld   | Broker Non-Votes |
|-----------------------|-------------|------------|------------------|
| Richard M. Bracken    | 361,005,533 | 34,221,533 | 11,550,450       |
| R. Milton Johnson     | 355,263,898 | 39,963,168 | 11,550,450       |
| John P. Connaughton   | 349,906,182 | 45,320,884 | 11,550,450       |
| Kenneth W. Freeman    | 355,261,013 | 39,966,053 | 11,550,450       |
| Thomas F. Frist III   | 350,150,375 | 45,076,691 | 11,550,450       |
| William R. Frist      | 355,252,868 | 39,974,198 | 11,550,450       |
| Christopher R. Gordon | 355,204,108 | 40,022,958 | 11,550,450       |
| Jay O. Light          | 391,898,086 | 3,328,980  | 11,550,450       |
| Geoffrey G. Meyers    | 391,898,595 | 3,328,471  | 11,550,450       |
| Michael W. Michelson  | 350,067,507 | 45,159,559 | 11,550,450       |
| James C. Momtazee     | 355,251,662 | 39,975,404 | 11,550,450       |
| Stephen G. Pagliuca   | 350,239,013 | 44,988,053 | 11,550,450       |
| Wayne J. Riley, M.D.  | 392,123,085 | 3,103,981  | 11,550,450       |

2. Ratification of selection of Ernst & Young LLP as the Company s registered independent public accounting firm for the year ending December 31, 2012:

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 402,965,296 | 3,633,969 | 178,251     | 0                |

3. Adoption of a non-binding advisory resolution on the Company s executive compensation as described in the Company s 2012 proxy statement ( say-on-pay ):

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 393,580,848 | 1,141,057 | 505,161     | 11,550,450       |

4. Adoption of a non-binding advisory recommendation that the Company conduct future say-on-pay votes:

| 1 Year      | 2 Years   | 3 Years    | Abstentions | Broker Non-Votes |
|-------------|-----------|------------|-------------|------------------|
| 379,206,527 | 1,530,450 | 14,304,007 | 186,082     | 11,550,450       |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HCA HOLDINGS, INC.

(Registrant)

By: /s/ John M. Franck II  
John M. Franck II  
Vice President and Corporate Secretary

Date: April 30, 2012