

HCA Holdings, Inc.
Form 4
September 20, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

(Last) (First) (Middle)

**BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST**

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HCA Holdings, Inc. [HCA]

3. Date of Earliest Transaction
(Month/Day/Year)

08/18/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	08/18/2011		S		17 ⁽²⁾ ₍₁₁₎	D \$ 19.84	84,307,409 ⁽³⁾ ₍₈₎ ⁽⁴⁾ ₍₉₎ ⁽⁵⁾ ₍₆₎ ⁽⁷⁾ ₍₇₎ I	By Subsidiary ⁽¹⁾ ₍₆₎ ⁽³⁾ ₍₇₎ ⁽⁴⁾ ₍₈₎ ⁽⁵⁾ ₍₉₎ ⁽¹⁰⁾ ₍₁₀₎
Common Stock	08/22/2011		P		17 ⁽²⁾ ₍₁₁₎	A \$ 19.43	84,307,409 ⁽³⁾ ₍₈₎ ⁽⁴⁾ ₍₉₎ ⁽⁵⁾ ₍₆₎ ⁽⁷⁾ ₍₇₎ I	By Subsidiary ⁽¹⁾ ₍₆₎ ⁽³⁾ ₍₇₎ ⁽⁴⁾ ₍₈₎ ⁽⁵⁾ ₍₉₎ ⁽¹⁰⁾ ₍₁₀₎

Edgar Filing: HCA Holdings, Inc. - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BANK OF AMERICA CORP /DE/
BANK OF AMERICA CORPORATE CENTER
100 N TRYON ST
CHARLOTTE, NC 28255

X X

Signatures

/s/ Margaret E. Nelson, Authorized Signatory for Bank of
America

09/20/2011

__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).

(1) This Form 4 is being filed by Bank of America Corporation ("BAC"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries. BAC is an indirect beneficial owner of the shares of common stock of HCA Holdings, Inc. (the "Issuer"), held indirectly through its affiliates as described in footnotes 3-5, below.

(2) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with agency brokerage trades made on behalf of clients of MLPFS.

(3) As of the date of this transaction, ML Global Private Equity Fund, L.P., now BAML Capital Partners, ("MLGPELP Fund") may have been deemed to indirectly own a portion of these shares of the Issuer's common stock by virtue of the membership interests it held in Hercules Holding II, LLC ("Hercules"). As reported on a Form 4 filed on September 19, 2011, MLGPELP Fund has agreed to sell all of

Edgar Filing: HCA Holdings, Inc. - Form 4

its shares of common stock of the Issuer pursuant to the Share Repurchase Agreement, by and among MLGPELP Fund, ML HCA Co-Invest, L.P. ("ML HCA Co-Invest LP") and HCA Holdings, Inc. dated as of September 15, 2011 (the "Share Repurchase Agreement", and the transactions contemplated thereunder, the "Share Repurchase").

- (4) MLGPE Ltd. is the general partner of MLGPELP Fund and is a wholly owned subsidiary of ML Global Private Equity Partners, L.P. ("MLGPEP"), the general partner of which is Merrill Lynch GP, Inc. ("ML GP"), which is a wholly owned subsidiary of Merrill Lynch Group, Inc. ("ML Group"), which is a wholly owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co."), which is a wholly owned subsidiary of BAC.

- (5) MLGPE Ltd., as the general partner of MLGPELP Fund, has decision-making power over the voting and disposition of shares of portfolio investments of MLGPELP Fund, including MLGPELP Fund's investment in the Issuer. However, the consent of MLGPEP is expressly required in connection with any such vote or disposition. In turn, action by MLGPEP with respect to investment matters requires the consent of MLGPEP's investment committee as well as its general partner, ML GP.

- (6) As of the date of this transaction, ML HCA Co-Invest LP may have been deemed to indirectly own a portion of these shares of the Issuer's common stock by virtue of the membership interests it held in Hercules. As reported on a Form 4 filed on September 19, 2011, ML HCA Co-Invest LP has agreed to sell all of its shares of common stock of the Issuer pursuant to the Share Repurchase Agreement. Investment decisions for ML HCA Co-Invest LP are made by the board of directors of ML HCA Co-Invest, Ltd., a wholly owned subsidiary of MLGPELP Fund.

- (7) Merrill Lynch Ventures L.P. 2001 ("ML Ventures LP") may be deemed to indirectly own a portion of these shares of the Issuer's common stock by virtue of the membership interests it holds in Hercules. Merrill Lynch Ventures, LLC ("ML Ventures LLC") is the general partner of ML Ventures LP and a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of ML&Co., which is a wholly owned subsidiary of BAC.

- (8) Hercules directly holds all the shares of the Issuer's common stock reported herein. The membership interests of Hercules were held, as of the date of this transaction, by a private investor group, including affiliates of Bain Capital Partners, LLC, Kohlberg Kravis Roberts & Co. L.P. and MLGPELP Fund, and affiliates of the Issuer's founder Dr. Thomas F. Frist, Jr. BAC, through its affiliates, may be deemed to be a member of a group exercising voting and investment control over the shares of the Issuer's common stock held by Hercules. As reported on a Form 4 filed on September 19, 2011, following the closing of the Share Repurchase, neither MLGPELP Fund nor ML HCA Co-Invest LP will hold any membership interests in Hercules.

- (9) Each of BAC and its affiliates disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, BAC is the beneficial owner of the securities covered by this statement except to the extent of its pecuniary interest therein.

- (10) As of the date of this transaction, MLGPELP Fund, ML HCA Co-Invest LP, ML Ventures LP and certain of their permitted transferees collectively had the right under Hercules's limited liability company agreement to nominate up to three directors of the Issuer. Effective upon closing of the Share Repurchase, all three of the designees nominated by MLGPELP Fund, ML Ventures LP and ML HCA Co-Invest that are currently on the board of the Issuer will resign and none of MLGPELP Fund, ML Ventures LP, ML HCA Co-Invest or any of their affiliates will have the right thereafter to nominate a director of the Issuer. Each of BAC and its other affiliates hereby disclaims its possible status as a director of the Issuer.

- (11) In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to the Issuer. BAC disclaims that such transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to such transaction.

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.