

HCA Holdings, Inc.  
Form 3  
February 06, 2015

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Cuffe Michael S.		(Month/Day/Year)	HCA Holdings, Inc. [HCA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/29/2015		
ONE PARK PLAZA			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) President-Physician Services	
NASHVILLE,Â TNÂ 37203			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**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	1,580.8294 <sup>(1)</sup>	D	Â

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

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	11/02/2014	11/02/2021	Common Stock	18,750	\$ 17.33	D	Â
Non-Qualified Stock Option (right to buy)	11/02/2015	11/02/2021	Common Stock	18,750	\$ 17.33	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	11/02/2021	Common Stock	13,500	\$ 17.33	D	Â
Stock Appreciation Right	Â <u>(3)</u>	02/08/2022	Common Stock	3,750	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(4)</u>	02/08/2022	Common Stock	3,750	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(5)</u>	02/08/2022	Common Stock	3,750	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(6)</u>	02/06/2023	Common Stock	3,125	\$ 37.18	D	Â
Stock Appreciation Right	02/06/2014	02/06/2023	Common Stock	3,125	\$ 37.18	D	Â
Stock Appreciation Right	Â <u>(7)</u>	02/06/2023	Common Stock	9,375	\$ 37.18	D	Â
Stock Appreciation Right	Â <u>(8)</u>	02/05/2024	Common Stock	14,500	\$ 47.97	D	Â
Restricted Stock Units	Â <u>(9)</u>	02/06/2023	Common Stock	2,625	\$ <u>(10)</u>	D	Â
Restricted Stock Units	Â <u>(11)</u>	02/05/2024	Common Stock	4,000	\$ <u>(10)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cuffe Michael S. ONE PARK PLAZA NASHVILLE, TN 37203	Â	Â	Â President-Physician Services	Â

## Signatures

/s/ Kevin A. Ball,  
Attorney-in-Fact

02/06/2015

\_\_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) Includes 348,8294 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.

(2) On November 2, 2011, the reporting person was granted an option to purchase 56,250 shares of common stock. The option vests in equal increments at the end of fiscal years 2012, 2013 and 2014 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. The EBITDA performance criteria for 2012 and 2013 was met, resulting in vesting of the option as to 37,500 shares.

(3) On February 8, 2012, the reporting person was granted 7,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2012 and 2013 was met, resulting in the vesting of 3,750 stock appreciation rights.

(4) The stock appreciation rights vested in two equal annual installments beginning on February 8, 2013.

(5) The stock appreciation rights vest in two equal annual installments beginning on February 8, 2015.

(6) On February 6, 2013, the reporting person was granted 12,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2013 was met, resulting in the vesting of 3,125 stock appreciation rights.

(7) The stock appreciation rights vest in three equal annual installments beginning on February 6, 2015.

(8) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.

(9) The restricted stock units vest in three equal annual installments beginning February 6, 2015.

(10) Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.

(11) The restricted stock units vest in four equal annual installments beginning February 5, 2015.

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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