

PAGLIUCA STEPHEN G
 Form 4
 December 18, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PAGLIUCA STEPHEN G

(Last) (First) (Middle)

C/O BAIN CAPITAL PARTNERS,
 LLC, JOHN HANCOCK TOWER,
 200 CLARENDON ST

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/14/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, Par Value \$0.01 | 12/14/2012 | | S | V | 15,033,063 \$ 33 74,216,126 | D | I |

See Footnotes (1) (2) (3) (4) (5)

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| PAGLIUCA STEPHEN G C/O BAIN CAPITAL PARTNERS, LLC JOHN HANCOCK TOWER, 200 CLARENDON ST BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Stephen Pagliuca 12/18/2012

__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) The shares of HCA Holdings, Inc. ("HCA") reported on this Form 4 are held of record by Hercules Holding II, LLC ("Hercules II"). Hercules II is held by a private investor group, including affiliates of Bain Capital Investors, LLC ("BCI"), Kohlberg Kravis & Roberts & Co. LLC and affiliates of HCA founder Dr. Thomas F. Frist, Jr. Affiliates of BCI indirectly own 74,216,126 shares of Common Stock of HCA.

(2) Includes, 13,952,371 shares of Common Stock of HCA indirectly sold by Bain Capital Integral Investors 2006, LLC ("Integral 2006") by virtue of its membership in Hercules II. Mr. Pagliuca is a Managing Director of BCI. Because BCI is the administrative member of Integral 2006, Mr. Pagliuca may be deemed to beneficially own the 68,969,268 shares of Common Stock of HCA indirectly owned by Integral 2006 by virtue of its membership in Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(3) Includes 102,463 shares of Common Stock of HCA indirectly sold by BCIP TCV, LLC ("BCIP TCV") by virtue of its membership in Hercules II. Because BCI is the administrative member of BCIP TCV, Mr. Pagliuca may be deemed to beneficially own the 497,466 shares of Common Stock of HCA indirectly owned by BCIP TCV by virtue of its membership in Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(4)

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Includes 978,229 shares of Common Stock of HCA indirectly sold by Bain Capital Hercules Investors, LLC ("Hercules Investors" together with BCI, Integral 2006 and BCIP TCV, the "Bain Entities"), by virtue of its membership in Hercules II. Because BCI is the administrative member of Hercules Investors, Mr. Pagliuca may be deemed to beneficially own the 4,749,392 shares of Common Stock of HCA indirectly owned by Hercules Investors by virtue of its membership in Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

As a result of the relationships described in the foregoing footnotes, Mr. Pagliuca may be deemed to beneficially own the 231,892,365 (5) shares of Common Stock of HCA held by Hercules II. Mr. Pagliuca disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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.