

HCA Holdings, Inc.  
Form SC 13G/A  
April 03, 2014

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 7)\***

**HCA Holdings, Inc.**

**(as successor to HCA Inc.)**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**40412C101**

(CUSIP Number)

**April 1, 2014**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 40412C101

- |     |                                                                                                                           |                                          |
|-----|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Person<br>KKR Millennium Fund L.P.                                                                      |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/> o<br>(b) <input checked="" type="radio"/> x |                                          |
| 3.  | SEC Use Only                                                                                                              |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                                                          |                                          |
| 5.  |                                                                                                                           | Sole Voting Power<br>-0-                 |
| 6.  |                                                                                                                           | Shared Voting Power<br>128,918,383*      |
| 7.  |                                                                                                                           | Sole Dispositive Power<br>-0-            |
| 8.  |                                                                                                                           | Shared Dispositive Power<br>128,918,383* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>128,918,383*                                              |                                          |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o                                 |                                          |
| 11. | Percent of Class Represented by Amount in Row (9)<br>29.1%*                                                               |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                                                         |                                          |

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\* Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC as of April 1, 2014. See Item 4 of this Statement on Schedule 13G/A.

The calculation of the foregoing percentage is based on 443,756,462 shares of common stock outstanding as of February 28, 2014 as reported in HCA Holdings, Inc.'s Definitive Proxy Statement, filed on March 14, 2014.

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- |     |                                                                                                                           |                                          |
|-----|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Person<br>KKR Associates Millennium L.P.                                                                |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/> o<br>(b) <input checked="" type="radio"/> x |                                          |
| 3.  | SEC Use Only                                                                                                              |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                                                          |                                          |
| 5.  |                                                                                                                           | Sole Voting Power<br>-0-                 |
| 6.  |                                                                                                                           | Shared Voting Power<br>128,918,383*      |
| 7.  |                                                                                                                           | Sole Dispositive Power<br>-0-            |
| 8.  |                                                                                                                           | Shared Dispositive Power<br>128,918,383* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>128,918,383*                                              |                                          |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o                                 |                                          |
| 11. | Percent of Class Represented by Amount in Row (9)<br>29.1%*                                                               |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                                                         |                                          |

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|-----|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Person<br>KKR Millennium GP LLC                                                                         |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/> o<br>(b) <input checked="" type="radio"/> x |                                          |
| 3.  | SEC Use Only                                                                                                              |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                                                          |                                          |
| 5.  |                                                                                                                           | Sole Voting Power<br>-0-                 |
| 6.  |                                                                                                                           | Shared Voting Power<br>128,918,383*      |
| 7.  |                                                                                                                           | Sole Dispositive Power<br>-0-            |
| 8.  |                                                                                                                           | Shared Dispositive Power<br>128,918,383* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>128,918,383*                                              |                                          |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o                                 |                                          |
| 11. | Percent of Class Represented by Amount in Row (9)<br>29.1%*                                                               |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                                                         |                                          |

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|-----|-----------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Person<br>KKR 2006 Fund L.P.                                                                        |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |                                          |
| 3.  | SEC Use Only                                                                                                          |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                                                      |                                          |
| 5.  |                                                                                                                       | Sole Voting Power<br>-0-                 |
| 6.  |                                                                                                                       | Shared Voting Power<br>128,918,383*      |
| 7.  |                                                                                                                       | Sole Dispositive Power<br>-0-            |
| 8.  |                                                                                                                       | Shared Dispositive Power<br>128,918,383* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>128,918,383*                                          |                                          |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>         |                                          |
| 11. | Percent of Class Represented by Amount in Row (9)<br>29.1%*                                                           |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                                                     |                                          |

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|-----|-----------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Person<br>KKR Associates 2006 L.P.                                                                  |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |                                          |
| 3.  | SEC Use Only                                                                                                          |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                                                      |                                          |
| 5.  |                                                                                                                       | Sole Voting Power<br>-0-                 |
| 6.  |                                                                                                                       | Shared Voting Power<br>128,918,383*      |
| 7.  |                                                                                                                       | Sole Dispositive Power<br>-0-            |
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| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>128,918,383*                                          |                                          |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>         |                                          |
| 11. | Percent of Class Represented by Amount in Row (9)<br>29.1%*                                                           |                                          |
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|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1.                                                                                  | Name of Reporting Person<br>KKR 2006 GP LLC                                                                               |                                                                              |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/> o<br>(b) <input checked="" type="radio"/> x |                                                                              |
| 3.                                                                                  | SEC Use Only                                                                                                              |                                                                              |
| 4.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                                          |                                                                              |
|                                                                                     | 5.                                                                                                                        | Sole Voting Power<br>-0-                                                     |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6.                                                                                                                        | Shared Voting Power<br>128,918,383*                                          |
|                                                                                     | 7.                                                                                                                        | Sole Dispositive Power<br>-0-                                                |
|                                                                                     | 8.                                                                                                                        | Shared Dispositive Power<br>128,918,383*                                     |
|                                                                                     | 9.                                                                                                                        | Aggregate Amount Beneficially Owned by Each Reporting Person<br>128,918,383* |
| 10.                                                                                 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o                                 |                                                                              |
| 11.                                                                                 | Percent of Class Represented by Amount in Row (9)<br>29.1%*                                                               |                                                                              |
| 12.                                                                                 | Type of Reporting Person (See Instructions)<br>OO                                                                         |                                                                              |

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|-----|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Person<br>OPERF Co-Investment LLC                                                                       |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/> o<br>(b) <input checked="" type="radio"/> x |                                          |
| 3.  | SEC Use Only                                                                                                              |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                                                          |                                          |
| 5.  |                                                                                                                           | Sole Voting Power<br>-0-                 |
| 6.  |                                                                                                                           | Shared Voting Power<br>128,918,383*      |
| 7.  |                                                                                                                           | Sole Dispositive Power<br>-0-            |
| 8.  |                                                                                                                           | Shared Dispositive Power<br>128,918,383* |
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