HCA Holdings, Inc. Form SC 13G/A February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 6)*

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)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

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

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x 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).

1.	Name of Reporting Person KKR Millennium Fund L.P.				
2.		Check the Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	Х			
3.	SEC Use Only				
4.	Citizenship or Place Delaware	of Organization			
	5.		Sole Voting Power -0-		
Number of					
Shares	6.		Shared Voting Power		
Beneficially			128,918,383*		
Owned by					
Each	7.		Sole Dispositive Power		
Reporting			-0-		
Person With					
	8.		Shared Dispositive Power 128,918,383*		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128,918,383*				
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
11.	Percent of Class Represented by Amount in Row (9) 28.8%*				
12.	Type of Reporting P PN	Person (See Instructions)			

* Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC as of December 31, 2013. See Item 4 of the Statement on Schedule 13G/A.

The calculation of the foregoing percentage is based on 447,838,000 shares of common stock outstanding as of October 31, 2013 as reported in HCA Holdings, Inc. s Form 10-Q filed with the Securities and Exchange Commission on November 6, 2013 for the period ended September 30, 2013.

1.	Name of Reporting Person KKR Associates Millennium L.P.			
2.	Check the Appropriate Box if a Member of a Group (a) o			
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place of Organi Delaware	zation		
Number of	5.		Sole Voting Power -0-	
Number of Shares	6.		Shared Voting Power	
Beneficially Owned by	0.		128,918,383*	
Each	7.		Sole Dispositive Power	
Reporting Person With			-0-	
	8.		Shared Dispositive Power 128,918,383*	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 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) 28.8%*			
12.	Type of Reporting Person (See PN	e Instructions)		

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1.	Name of Reporting Person KKR Millennium GP LLC				
2.	Check the Appropria	Check the Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	Х			
3.	SEC Use Only				
4.	Citizenship or Place Delaware	of Organization			
	5.		Sole Voting Power -0-		
Number of					
Shares	6.		Shared Voting Power		
Beneficially			128,918,383*		
Owned by					
Each	7.		Sole Dispositive Power		
Reporting			-0-		
Person With					
	8.		Shared Dispositive Power 128,918,383*		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128,918,383*				
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
11.	Percent of Class Represented by Amount in Row (9) 28.8%*				
12.	Type of Reporting P OO	Person (See Instructions)			

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1.	Name of Reporting Person KKR 2006 Fund L.P.				
2.	Check the Appropriate Box	Check the Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	Х			
3.	SEC Use Only				
4.	Citizenship or Place of Org Delaware	anization			
	5.		Sole Voting Power		
			-0-		
Number of			-0-		
Shares	6.		Shared Voting Power		
Beneficially	0.		-		
Owned by			128,918,383*		
Each	7				
	7.		Sole Dispositive Power		
Reporting			-0-		
Person With					
	8.		Shared Dispositive Power 128,918,383*		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 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) 28.8%*				
12.	Type of Reporting Person (PN	See Instructions)			

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1.	Name of Reporting Person KKR Associates 2006 L.P.		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group o x	
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	zation	
Number of	5.		Sole Voting Power -0-
Shares Beneficially Owned by	6.		Shared Voting Power 128,918,383*
Each Reporting Person With	7.		Sole Dispositive Power -0-
	8.		Shared Dispositive Power 128,918,383*
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 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) 28.8%*		
12.	Type of Reporting Person (See PN	Instructions)	

^{*} Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC as of December 31, 2013. See Item 4 of the Statement on Schedule 13G/A.

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1.	Name of Reporting Person KKR 2006 GP LLC			
2.	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	Х		
3.	SEC Use Only			
4.	Citizenship or Place of Organiz Delaware	zation		
	5.		Sole Voting Power -0-	
Number of				
Shares	6.		Shared Voting Power	
Beneficially			128,918,383*	
Owned by Each	7			
Reporting	7.		Sole Dispositive Power -0-	
Person With			-0-	
	8.		Shared Dispositive Power 128,918,383*	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 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) 28.8%*			
12.	Type of Reporting Person (See OO	e Instructions)		

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1.	Name of Reporting Person OPERF Co-Investment LLC		
2.	Check the Appropriate (a) (b)	Box if a Member of a Grou o x	p
3.	SEC Use Only		
4.	Citizenship or Place of Delaware	Organization	
Number of	5.		Sole Voting Power -0-
Shares Beneficially Owned by	6.		Shared Voting Power 128,918,383*
Each Reporting Person With	7.		Sole Dispositive Power -0-
	8.		Shared Dispositive Power 128,918,383*
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128,918,383*		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
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- 1. Name of Reporting Person KKR PEI Investments, L.P.
- 2. Check the Appropriate Box if a Member of a Group (a) o