HCA Holdings, Inc.
Form 5
February 16, 2016

FORM 5

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

ANNUAL 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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
FRIST THOMAS F III

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

NASHVILLE,Â TNÂ 37203

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	02/25/2015	Â	G	71,274.9611	A	$ 0	578,602.8019	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2015 Annuity Trust I (1)

									[(2)]
Common Stock, par value $0.01 per share	02/25/2015	Â	G	208,558.1295	A	$ 0	787,160.9314	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2015 Annuity Trust I [(1)] [(2)]
Common Stock, par value $0.01 per share	05/26/2015	Â	G	135,889.7145	A	$ 0	135,889.7145	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2015 Annuity Trust II [(1)] [(2)]
Common Stock, par value $0.01 per share	08/24/2015	Â	G	251,424.0497	D	$ 0	0	I	Held indirectly through Hercules Holding II, LLC by The Thomas F. Frist III 2010 Annuity Trust I [(1)] [(3)]
Common Stock, par value $0.01 per share	08/24/2015	Â	G	251,424.0497	A	$ 0	251,424.0497	I	Held indirectly through Hercules Holding II, LLC by Thomas

								F. Frist III 2007 Family Trust (1) (4)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	9,496.54	I	Held indirectly through Hercules Holding II, LLC by Spouse (1) (5)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	176,002.6721	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2013 Annuity Trust I (1) (3)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	865,177.9845	I	Held indirectly through Hercules Holding II, LLC by The Thomas F. Frist III 2014 Annuity Trust I (1) (3)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	2,155,327.3333	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III

								2014 Annuity Trust II (1) (3)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	95,947.874	I	Held indirectly through Hercules Holding II, LLC by The Thomas F. Frist III 2014 Annuity Trust III (1) (3)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	76,935.7248	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2015 Annuity Trust III (1) (3)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	28,489.62	I	Held indirectly through Hercules Holding II, LLC by Trusts for Children (1) (6)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	36,629,163.8593	I	Held indirectly through Hercules Holding II, LLC by Frisco, Inc. (1) (7)

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

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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. of D Se Be O E Is Fi (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIST THOMAS F III 3100 WEST END AVENUE NASHVILLE,Â TNÂ 37203	Â X	Â X	Â	Â

Signatures

/s/ Natalie Harrison Cline, Attorney-in-Fact	02/16/2016
**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) Hercules Holding II, LLC ("Hercules") holds 84,137,913 shares of the common stock of HCA Holdings, Inc. Hercules has issued one unit per share of HCA Holdings, Inc. that it owns directly. Hercules is held by a private investor group, including affiliates of Kohlberg Kravis Roberts & Co. L.P. and affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(2) The Reporting Person received gifts of 71,274.9611 and 208,558.1295 units of Hercules on February 25, 2015, which were subsequently transferred to The Thomas F. Frist III 2015 Annuity Trust I, of which he serves as trustee. The Reporting Person received a gift of 135,889.7145 units of Hercules on May 26, 2015, which were subsequently transferred to The Thomas F. Frist III 2015 Annuity Trust II, of which he serves as trustee. Following receipt of these gifts, the Reporting Person may be deemed the beneficial owner of the units of Hercules held by these trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(3) The Reporting Person is trustee of (i) Thomas F. Frist III 2013 Annuity Trust I, (ii) The Thomas F. Frist III 2014 Annuity Trust I, (iii) The Thomas F. Frist III 2014 Annuity Trust II, (iv) The Thomas F. Frist III 2014 Annuity Trust III, (v) The Thomas F. Frist III 2015 Annuity Trust III and (vi) The Thomas F. Frist III 2010 Annuity Trust I and may be deemed to be the beneficial owner of the units of Hercules held by these trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(4) The Reporting Person's wife is trustee of The Thomas F. Frist III 2007 Family Trust and the Reporting Person may be deemed to be the beneficial owner of the units of Hercules held by such trust, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(5) The Reporting Person may be deemed to have an indirect beneficial ownership in respect of 9,496.54 units of Hercules through an indirect pecuniary interest in such units held by his wife and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(6) The Reporting Person may be deemed to be the beneficial owner of the aggregate 28,489.62 units of Hercules held by certain trusts for the benefit of his children, each of which his sister serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(7) The Reporting Person may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of HCA Holdings, Inc. beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc. Frisco, Inc. has beneficial ownership of 36,629,163.8593 units of Hercules, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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Explanation of Responses: