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 William R

(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 o Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	02/25/2015	Â	G	71,274.9612	A	$ 0	1,218,891.7062	I	Held indirectly through Hercules Holding LLC (1) (2) (3)
Common Stock, par value $0.01 per	02/25/2015	Â	G	208,558.1294	A	$ 0	1,427,449.8356	I	Held indirectly through Hercules

share								Holding I LLC (1) (2) (3)
Common Stock, par value $0.01 per share	02/25/2015	Â	G	1,225,739.6894	D	$ 0	201,710.1462	I	Held indirectly through Hercules Holding I LLC (1) (2) (3)
Common Stock, par value $0.01 per share	02/25/2015	Â	G	1,225,739.6894	A	$ 0	1,225,739.6894	I	Held indirectly through Hercules Holding I LLC by WRF 201 LLC (1) (2)
Common Stock, par value $0.01 per share	02/25/2015	Â	G	1,348,059	D	$ 0	0	I	Held indirectly through Hercules Holding I LLC by 2010 Tru for Children (4)
Common Stock, par value $0.01 per share	02/25/2015	Â	G	1,348,059	A	$ 0	1,348,059	I	Held indirectly through Hercules Holding I LLC by 2015 Tru for Children (4) (5)
Common Stock, par value $0.01 per share	05/26/2015	Â	G	135,889.7145	A	$ 0	337,599.8607	I	Held indirectly through Hercules Holding I LLC (1) (2) (3)
Common Stock, par	05/26/2015	Â	G	135,889.7145	D	$ 0	201,710.1462	I	Held indirectly

value $0.01 per share									through Hercules Holding I LLC (1) (2) (3)
Common Stock, par value $0.01 per share	05/26/2015	Â	G	135,889.7145	A	$ 0	135,889.7145	I	Held indirectly by WRF 2015 II, LLC (1) (2) (6)
Common Stock, par value $0.01 per share	05/26/2015	Â	G	12,623	D	$ 0	56	D (3) (7)	Â
Common Stock, par value $0.01 per share	05/26/2015	Â	G	12,623	A	$ 0	148,512.7145	I	Held indirectly by WRF 2015 II, LLC (1) (2) (6) (7)
Common Stock, par value $0.01 per share	05/26/2015	Â	G	214,761.0497	D	$ 0	0	I	Held indirectly through Hercules Holding I LLC by The William Frist 201 GRAT Trust (1) (
Common Stock, par value $0.01 per share	05/26/2015	Â	G	214,761.0497	A	$ 0	1,562,820.0497	I	Held indirectly through Hercules Holding I LLC by 2015 Tru for Children (4) (5)
Common Stock, par value $0.01 per	05/26/2015	Â	G	831,308.3333	D	$ 0	0	I	Held indirectly through Hercules

share									Holding I LLC by The William R Frist 201 Family GRAT Trust (1) (
Common Stock, par value $0.01 per share	05/26/2015	Â	G	831,308.3333	A	$ 0	831,308.3333	I	Held indirectly through Hercules Holding I LLC by The William R Frist 201 Family Trust (1) (
Common Stock, par value $0.01 per share	11/17/2015	Â	G	200,644.4012	D	$ 0	1,065.745	I	Held indirectly through Hercules Holding I LLC (1) (3
Common Stock, par value $0.01 per share	11/17/2015	Â	G	200,644.4012	A	$ 0	200,644.4012	I	Held indirectly through Hercules Holding I LLC by WRF 201 IV, LLC (9)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	82,283.825	I	Held indirectly by Spous and Children (3)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	1,208,506.7937	I	Held indirectly by Willia R. Frist Family Partnersh (1) (10)

Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	5,339,771.9777	I	Held indirectly by The William Frist February 2012 GRAT (1) (10)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	369,674	I	Held indirectly through Hercules Holding II LLC by The William Frist February 2013 GRAT (1) (8)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	1,343,564.9574	I	Held indirectly through Hercules Holding II LLC by The William Frist February 2014 GRAT (1) (8)
Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	49,525.5988	I	Held indirectly through Hercules Holding II LLC by The William Frist Novembe 2014 GRAT (1) (8)

Common Stock, par value $0.01 per share	Â	Â	Â	Â	Â	Â	36,629,163.8593	I	Held indirectly through Hercules Holding I LLC by Frisco, In (1) (11)

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 B 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 William R 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 71,274.9612 and 208,558.1294 units of Hercules on February 25, 2015, which were subsequently transferred to WRF 2015, LLC (along with 945,906.5988 other units of Hercules held by the Reporting Person at that time), of which he is an officer and a managing member. The Reporting Person received a gift of 135,889.7145 units of Hercules on May 26, 2015, which were subsequently transferred to WRF 2015 II, LLC, of which he is an officer and a managing member. Following receipt of these gifts, the Reporting Person may be deemed the beneficial owner of the units of Hercules held by these entities, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(3) The Reporting Person directly owns 56 shares of common stock of HCA Holdings, Inc. The Reporting Person directly owns 1,065.745 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc. by virtue of his membership in Hercules. The Reporting Person may also be deemed to have indirect beneficial ownership in respect of 4,128 shares of common stock of HCA Holdings, Inc. and 78,155.825 units of Hercules, through an indirect pecuniary interest in such shares and units held by his children and his wife and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(4) On February 25, 2016, three 2010 trusts for the benefit of the Reporting Person's children transferred an aggregate of 1,348,059 units of Hercules to three 2015 trusts for the benefit of the Reporting Person's children. The Reporting Person's wife is the trustee of the three 2010 trusts and the three 2015 trusts for the benefit of his children and the Reporting Person may, accordingly, be deemed to be the beneficial owner of the units of Hercules held by such trusts, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(5) On May 26, 2015 The William Frist 2010 GRAT Trust transferred an aggregate of 214,761.0497 units of Hercules to three 2015 trusts for the benefit of the Reporting Person's children. The Reporting Person is trustee of The William Frist 2010 GRAT Trust and the Reporting Person's wife is trustee of the three 2015 trusts for the benefit of the Reporting Person's children and the Reporting Person may therefore 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.

(6) The Reporting Person is an officer and a managing member of WRF 2015 II, LLC and may be deemed to be the beneficial owner of the 135,889.7145 units of Hercules and the 12,623 shares of common stock of HCA Holdings, Inc. held by such entity.

(7) On May 26, 2015 the Reporting Person transferred an aggregate of 12,623 shares of common stock of HCA Holdings, Inc. to WRF 2015 II, LLC.

(8) The Reporting Person is trustee of (i) The William Frist February 2013 GRAT, (ii) The William Frist February 2014 GRAT, (iii) The William R. Frist 2010 Family Trust, (iv) The William R. Frist 2010 Family GRAT Trust and (v) The William R. Frist November 2014 GRAT 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.

(9) The Reporting Person is an officer and a managing member of WRF 2015 IV, LLC and may be deemed to be the beneficial owner of the units of Hercules held by this entity, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(10) The Reporting Person may be deemed the beneficial owner of the 60,678 shares of common stock of HCA Holdings, Inc. and the 1,147,828.7937 units of Hercules held by the William R. Frist Family Partnership, of which his wife serves as trustee, and the 328,229 shares of common stock of HCA Holdings, Inc. and the 5,011,542.9777 units of Hercules held by The William R. Frist February 2012 GRAT, of which he serves as trustee.

(11) 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: