Hilton Worldwide Holdings Inc. Form SC 13G/A February 18, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

HILTON WORLDWIDE HOLDINGS INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

43300A 104

(CUSIP Number)

December 31, 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)

x Rule 13d-1(d)

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).

^{*} 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.

CUSIP No	o. 43300	A 10	13	3G	Page 2 of 47 Pages	
1.	Name of Reporting Persons:					
2.	HLT Ho Check t		up			
3.	SEC Us	se Oı	ıly			
4.	Citizens	ship	or Place of Organization:			
	Delawa	re 5.	Sole Voting Power:			
NUMBI	ER OF					
SHAF		6.	383,603,683 Shared Voting Power:			
BENEFIC	CIALLY					
OWNE		7.	0 Sole Dispositive Power:			
REPOR	TING					
PERS		8.	0 Shared Dispositive Power:			
WIT	H					
9.	Aggreg	ate A	383,603,683 Amount Beneficially Owned by Each l	Reporting Person:		
10.	383,603 Check I			Excludes Certain Shares (See Instruction	ons)	

..

11. Percent of Class Represented by Amount in Row (9):

38.4%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 43300A 104			04 13G	Page 3 of 47 Pages				
1.	Name	Name of Reporting Persons:						
2.			o II LLC Appropriate Box if a Member of a Group					
	(a) "	(b) x					
3.	SEC U	se O	nly					
4.	Citizen	ship	or Place of Organization:					
	Delawa	are 5.	Sole Voting Power:					
NUME	BER OF							
	ARES	6.	478,254,342 Shared Voting Power:					
	CIALLY							
	ED BY CH	7.	0 Sole Dispositive Power:					
REPO	RTING							
PER	SON	8.	735,059 Shared Dispositive Power:					
W]	ITH							
9.	Aggreg	gate 1	477,519,283 Amount Beneficially Owned by Each Reporting Person:					
10.	478,25 Check		2 if the Aggregate Amount in Row (9) Excludes Certain Shares (Se	e Instructions)				

..

11. Percent of Class Represented by Amount in Row (9):

47.9%

12. Type of Reporting Person (See Instructions):

OO

CUSIP	No. 43300)A 10	04 13G	Page 4 of 47 Pages			
1.	Name o	Name of Reporting Persons:					
2.		the A	VI.TE.2 Holdco LLC Appropriate Box if a Member of a Group) x				
3.	SEC U						
4.	Citizen	ship	or Place of Organization:				
	Delawa	are 5.	Sole Voting Power:				
SHA	BER OF ARES ICIALLY	6.	47,611,887 Shared Voting Power:				
	IED BY	7.	0 Sole Dispositive Power:				
PER	ORTING RSON TITH	8.	61,756 Shared Dispositive Power:				
9.	Aggreg	ate A	47,611,887 Amount Beneficially Owned by Each Reporting Person:				
10.	47,611, Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ons)			

..

11. Percent of Class Represented by Amount in Row (9):

4.8%

12. Type of Reporting Person (See Instructions):

CUSIP N	No. 43300A	104	13G	Page 5 of 47 Pages			
1.	Name of I	Name of Reporting Persons:					
2.	Blackstone Real Estate Partners VI.TE.2 L.P. Check the Appropriate Box if a Member of a Group (a) " (b) x						
3.	SEC Use	Only					
4.	Citizenshi	o or Place of Organization:					
	Delaware 5	Sole Voting Power:					
NUMB	ER OF						
SHA BENEFIO	6	47,611,887 Shared Voting Power:					
OWNE EA	ED BY	0 Sole Dispositive Power:					
REPOR PER: WI		61,756 Shared Dispositive Power:					
9.	Aggregate	47,611,887 Amount Beneficially Owned by Ea	ch Reporting Person:				
10.	47,611,88 Check Bo		(9) Excludes Certain Shares (See Instruction	ons)			

11. Percent of Class Represented by Amount in Row (9):
4.8%

12. Type of Reporting Person (See Instructions):

CUSIP N	o. 43300 <i>A</i>	A 10	13G	Page 6 of 47 Pages		
1.	Name of Reporting Persons:					
2.		ie A	VI Holdco LLC appropriate Box if a Member of a Group x			
3.	SEC Use	e Or	nly			
4.	Citizensh	hip (or Place of Organization:			
	Delaware	e 5.	Sole Voting Power:			
NUMB	ER OF					
SHA		6.	1,674,976 Shared Voting Power:			
OWNE EAC	ED BY	7.	0 Sole Dispositive Power:			
REPOR PERS			0			
WIT		8.	Shared Dispositive Power:			
9.	Aggrega	te A	1,674,976 Amount Beneficially Owned by Each Reporting Person:			
10.	1,674,97 Check B		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructi	ons)		

..

11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

CUSIP No	o. 43300 <i>i</i>	A 10	4 130	3	Page 7 of 47 Pages	
1.	Name of Reporting Persons:					
2.	HLT BREH VI Holdings Holdco LLC Check the Appropriate Box if a Member of a Group (a) " (b) x					
3.	SEC Use	e On	ly			
4.	Citizens	hip (or Place of Organization:			
	Delawar		Sole Voting Power:			
NUMBI	ER OF					
SHAI BENEFIC		6.	1,674,976 Shared Voting Power:			
OWNE EAC	D BY	7.	0 Sole Dispositive Power:			
REPOR	TING					
PERS		8.	0 Shared Dispositive Power:			
WIT	ГН					
9.	Aggrega	ite A	1,674,976 mount Beneficially Owned by Each Re	Leporting Person:		
10.	1,674,97 Check B		f the Aggregate Amount in Row (9) Ex	xcludes Certain Shares (See Instruction	ns)	

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11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 8 of 47 Pages			
1.	Name o	Name of Reporting Persons:					
2.			Real Estate Holdings VI L.P. Appropriate Box if a Member of a Group				
	(a) "	(b) x				
3.	SEC U	se O	nly				
4.	Citizen	ship	or Place of Organization:				
	Delawa	are 5.	Sole Voting Power:				
NUM	BER OF						
	ARES ICIALLY	6.	1,773,532 Shared Voting Power:				
	ED BY						
	ACH	7.	0 Sole Dispositive Power:				
REPC	RTING						
	RSON TTH	8.	0 Shared Dispositive Power:				
9.		ate A	1,773,532 Amount Beneficially Owned by Each Reporting Person:				
10.	1,773,5 Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruc	tions)			

11. Percent of Class Represented by Amount in Row (9):

Type of Reporting Person (See Instructions):

12.

0.2%

CUSIP N	No. 43300)A 10	04 13G	Page 9 of 47 Pages		
1.	Name of Reporting Persons:					
2.		the A	de-by-Side GP L.L.C. appropriate Box if a Member of a Group			
3.	(a) " (b) x SEC Use Only					
4.	Citizens	ship	or Place of Organization:			
	Delawa	are 5.	Sole Voting Power:			
NUMB	BER OF					
SHA BENEFIO		6.	1,773,532 Shared Voting Power:			
OWNI EA	ED BY	7.	0 Sole Dispositive Power:			
REPOR PER: WI		8.	0 Shared Dispositive Power:			
9.	Aggreg	ate A	1,773,532 Amount Beneficially Owned by Each Reporting Person:			
10.	1,773,5 Check l		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ns)		

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11. Percent of Class Represented by Amount in Row (9):

0.2%

12. Type of Reporting Person (See Instructions):

CUSIP N	o. 43300A 1	04 1:	3G	Page 10 of 47 Pages
1.	Name of R	eporting Persons:		
2.	Check the	H Intl II Holdco LLC Appropriate Box if a Member of a Gro b) x	oup	
3.	SEC Use C	nly		
4.	Citizenship	or Place of Organization:		
	Delaware 5.	Sole Voting Power:		
NUMBI	ER OF			
SHAI BENEFIC	6.	282,279 Shared Voting Power:		
OWNE EAC	7	0 Sole Dispositive Power:		
REPOR	TING			
PERS	SON 8.	0 Shared Dispositive Power:		
WIT	ГН			
9.	Aggregate	282,279 Amount Beneficially Owned by Each	Reporting Person:	
10.	282,279 Check Box	if the Aggregate Amount in Row (9)	Excludes Certain Shares (See Instructi	ions)

.

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104			04 13G	Page 11 of 47 Pages			
1.	Name o	Name of Reporting Persons:					
2.	Check t	he A	Intl II Holdings Holdco LLC appropriate Box if a Member of a Group				
	(a) "	(b) x				
3.	SEC Us	se Oı	nly				
4.	Citizens	ship	or Place of Organization:				
	Delawa	re 5.	Sole Voting Power:				
NUMB	ER OF						
SHA		6.	282,279 Shared Voting Power:				
BENEFIC							
OWNE EA		7.	0 Sole Dispositive Power:				
REPOI	RTING						
PER	SON	8.	0 Shared Dispositive Power:				
WI	TH						
9.	Aggreg	ate A	282,279 Amount Beneficially Owned by Each Reporting Person:				
10.	282,279 Check l		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ons)			

.

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

CUSIP N	o. 43300	A 10	13G	Page 12 of 47 Pages		
1.	Name of Reporting Persons:					
2.			Real Estate Holdings International II-Q L.P. ppropriate Box if a Member of a Group			
	(a) "	(b) x			
3.	SEC Us	se Oı	ıly			
4.	Citizens	ship	or Place of Organization:			
	Delawa	re 5.	Sole Voting Power:			
NUMB	ER OF					
SHA		6.	282,279 Shared Voting Power:			
BENEFIC						
OWNE EAG		7.	0 Sole Dispositive Power:			
REPOR	RTING					
PERS		8.	0 Shared Dispositive Power:			
WIT 9.		ate A	282,279 Imount Beneficially Owned by Each Reporting F	Person:		
10.	282,279 Check I		f the Aggregate Amount in Row (9) Excludes Co	ertain Shares (See Instructions)		

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11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

CUSIP N	Io. 43300	A 10	04 13G	Page 13 of 47 Pages		
1.	Name of Reporting Persons:					
2.	Check t	he A	national II-Q GP L.P. Appropriate Box if a Member of a Group			
	(a) "	(b) x			
3.	SEC Us	se Oı	nly			
4.	Citizens	ship	or Place of Organization:			
	Delawa	re 5.	Sole Voting Power:			
NUMB	ER OF					
SHA		6.	282,279 Shared Voting Power:			
BENEFIC						
OWNE EA		7.	0 Sole Dispositive Power:			
REPOF	RTING					
PER	SON	8.	0 Shared Dispositive Power:			
WI	TH					
9.	Aggreg	ate A	282,279 Amount Beneficially Owned by Each Reporting Person:			
10.	282,279 Check l		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ns)		

••

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

CUSIP N	No. 43300	A 10	04 13G P	age 14 of 47 Pages		
1.	Name o	of Re	eporting Persons:			
2.	Check t	he A	national II-Q GP L.L.C. Appropriate Box if a Member of a Group			
	(a) "	(b) x			
3.	SEC Us	se Oı	nly			
4.	Citizens	ship	or Place of Organization:			
	Delawa	re 5.	Sole Voting Power:			
NUMB	ER OF					
SHA		6.	282,279 Shared Voting Power:			
BENEFIC						
OWNE EA		7.	0 Sole Dispositive Power:			
REPOR	RTING					
PERS	SON	8.	0 Shared Dispositive Power:			
WI	TH					
9.	Aggreg	ate A	282,279 Amount Beneficially Owned by Each Reporting Person:			
10.	282,279 Check l		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	s)		

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11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

CUSIP N	No. 4330	0A 1	04 13G	Page 15 of 47 Pages			
1.	Name	of Re	Reporting Persons:				
2.	HLT H		o LLC appropriate Box if a Member of a Group				
	(a) "	(b) x				
3.	SEC U	se O	nly				
4.	Citizen	ship	or Place of Organization:				
	Delawa	are 5.	Sole Voting Power:				
NUME	BER OF						
	ARES	6.	478,254,342 Shared Voting Power:				
	CIALLY						
	ED BY CH	7.	0 Sole Dispositive Power:				
REPO	RTING						
	SON	8.	735,059 Shared Dispositive Power:				
WI	ITH						
9.	Aggreg	gate 1	477,519,283 Amount Beneficially Owned by Each Reporting Person:				
10.	478,25 Check		2 if the Aggregate Amount in Row (9) Excludes Certain Shares (S	See Instructions)			

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11. Percent of Class Represented by Amount in Row (9):

47.9%

12. Type of Reporting Person (See Instructions):

CUSIP N	o. 43300A 1	04 13G	Page 16 of 47 Pages	
1.	Name of Reporting Persons:			
2.	HLT A23 BREH VI Holdco LLC Check the Appropriate Box if a Member of a Group (a) " (b) x			
3.	SEC Use O	nly		
4.	Citizenship	or Place of Organization:		
	Delaware 5.	Sole Voting Power:		
NUMBI	ER OF			
SHAI BENEFIC	6.	98,556 Shared Voting Power:		
OWNE EAC	7	0 Sole Dispositive Power:		
REPOR	TING			
PERS	SON 8.	0 Shared Dispositive Power:		
WIT	TH			
9.	Aggregate 1	98,556 Amount Beneficially Owned by Each Reporting Pers	son:	
10.	98,556 Check Box	if the Aggregate Amount in Row (9) Excludes Certa	in Shares (See Instructions)	

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11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

CUSIP No. 43300A 104		OA 10	04 13G	Page 17 of 47 Pages			
1.	Name o	of Re	Reporting Persons:				
2.			Toldco LLC Appropriate Box if a Member of a Group				
	(a) "	(b) x				
3.	SEC U	se Oı	nly				
4.	Citizen	ship	or Place of Organization:				
	Delawa	are 5.	Sole Voting Power:				
NUMB	BER OF						
	ARES	6.	16,472,893 Shared Voting Power:				
BENEFI							
	ED BY .CH	7.	0 Sole Dispositive Power:				
REPOI	RTING						
PER	SON	8.	23,080 Shared Dispositive Power:				
WI	TH						
9.	Aggreg	gate A	16,449,813 Amount Beneficially Owned by Each Reporting Person:				
10.	16,472 Check		if the Aggregate Amount in Row (9) Excludes Certain Share	es (See Instructions)			

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11. Percent of Class Represented by Amount in Row (9):

1.7%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 43300A 104)A 1	04 13G	Page 18 of 47 Pages		
1.	Name o	of Re	eporting Persons:			
2.			A23 Holdings LLC Appropriate Box if a Member of a Group			
	(a) "	(b) x			
3.	SEC U	se O	nly			
4.	Citizen	ship	or Place of Organization:			
	Delawa	are 5.	Sole Voting Power:			
NUM	IBER OF					
	IARES FICIALLY	6.	16,472,893 Shared Voting Power:			
	NED BY					
	АСН	7.	0 Sole Dispositive Power:			
REPO	ORTING					
	RSON VITH	8.	23,080 Shared Dispositive Power:			
9.		gate A	16,449,813 Amount Beneficially Owned by Each Reporting Person:			
10.	16,472 Check		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instru	ctions)		

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11. Percent of Class Represented by Amount in Row (9):

1.7%

12. Type of Reporting Person (See Instructions):

CUSIP I	No. 43300)A 1	13G	Page 19 of 47 Pages			
1.	Name o	Name of Reporting Persons:					
2.			Holdco LLC ppropriate Box if a Member of a Group				
	(a) "	(t) x				
3.	SEC U	se O	nly				
4.	Citizen	ship	or Place of Organization:				
	Delawa	are 5.	Sole Voting Power:				
NUMI	BER OF						
	ARES ICIALLY	6.	478,254,342 Shared Voting Power:				
	ED BY ACH	7.	0 Sole Dispositive Power:				
REPO	RTING						
	RSON	8.	735,059 Shared Dispositive Power:				
W.	ITH						
9.	Aggreg	gate 1	477,519,283 Amount Beneficially Owned by Each Reporting	Person:			
10.	478,254 Check		the Aggregate Amount in Row (9) Excludes C	Certain Shares (See Instructions)			

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11. Percent of Class Represented by Amount in Row (9):

47.9%

12. Type of Reporting Person (See Instructions):

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CUSIP N	No. 43300)A 10	04 13G	Page 20 of 47 Pages
1.	Name o	of Re	porting Persons:	
2.		the A	Real Estate Partners VI L.P. Appropriate Box if a Member of a Group) x	
3.	SEC Us	se Oi	nly	
4.	Citizens	ship	or Place of Organization:	
	Delawa	are 5.	Sole Voting Power:	
NUME	BER OF			
	ARES CIALLY	6.	0 Shared Voting Power:	
OWNI	ED BY	7.	494,727,235 Sole Dispositive Power:	
PER	RTING SON TH	8.	0 Shared Dispositive Power:	
9.	Aggreg	ate A	494,727,235 Amount Beneficially Owned by Each Reporting Person:	
10.	494,727 Check l		if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ons)

11. Percent of Class Represented by Amount in Row (9):
49.6%
12. Type of Reporting Person (See Instructions):

CUSIP N	o. 43300	A 10	130	G	Page 21 of 47 Pages		
1.	Name o	Name of Reporting Persons:					
2.		he A	Capital Partners V L.P. ppropriate Box if a Member of a Grou	ıp			
3.	SEC Us	se Oi	ıly				
4.	Citizens	ship	or Place of Organization:				
	Delawa	re 5.	Sole Voting Power:				
NUMB	ER OF						
SHA		6.	0 Shared Voting Power:				
BENEFIC							
OWNE EAG		7.	494,727,235 Sole Dispositive Power:				
REPOR	RTING						
PERS	SON	8.	0 Shared Dispositive Power:				
WI	ГН						
9.	Aggreg	ate A	494,727,235 Amount Beneficially Owned by Each R	Reporting Person:			
10.	494,727 Check l		f the Aggregate Amount in Row (9) E	excludes Certain Shares (See Instruct	ions)		

11. Percent of Class Represented by Amount in Row (9):
49.6%
12. Type of Reporting Person (See Instructions):

PN

CUSIP N	No. 43300)A 1	13G	Page 22 of 47 Pages
1.	Name o	of Re	porting Persons:	
2.			Management Associates V L.L.C. ppropriate Box if a Member of a Group	
	(a) "	(b) x	
3.	SEC U	se O	nly	
4.	Citizen	ship	or Place of Organization:	
	Delawa	are 5.	Sole Voting Power:	
NUMB	ER OF			
SHA BENEFIO		6.	0 Shared Voting Power:	
OWNE				
EA		7.	494,727,235 Sole Dispositive Power:	
REPOI	RTING			
PER		8.	0 Shared Dispositive Power:	
WI	TH			
9.	Aggreg	gate 1	494,727,235 Amount Beneficially Owned by Each Reporting P	Person:
10.	494,72° Check		f the Aggregate Amount in Row (9) Excludes Ce	ertain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):
49.6%

Type of Reporting Person (See Instructions):

00

12.

CUSIP N	o. 43300A 10	130	3	Page 23 of 47 Pages
1.	Name of Re	porting Persons:		
2.	BMA V L.L Check the A	.C. ppropriate Box if a Member of a Grou	p	
	(a) " (b)) x		
3.	SEC Use On	ıly		
4.	Citizenship	or Place of Organization:		
	Delaware 5.	Sole Voting Power:		
NUMBI	ER OF			
SHAI	6.	0 Shared Voting Power:		
OWNE EAC	D BY	494,727,235 Sole Dispositive Power:		
REPOR	TING			
PERS WIT	8.	0 Shared Dispositive Power:		
9.		494,727,235 Amount Beneficially Owned by Each R	eporting Person:	
10.	494,727,235 Check Box	f the Aggregate Amount in Row (9) Ex	xcludes Certain Shares (See Instructi	ions)

11.

Percent of Class Represented by Amount in Row (9):

49.6%

12. Type of Reporting Person (See Instructions):

00

13G CUSIP No. 43300A 104 Page 24 of 47 Pages 1. Name of Reporting Persons: Blackstone Real Estate Associates VI L.P. 2. Check the Appropriate Box if a Member of a Group (b) x (a) " 3. SEC Use Only Citizenship or Place of Organization: 4. Delaware Sole Voting Power: NUMBER OF 47,611,887 **SHARES** Shared Voting Power: **BENEFICIALLY OWNED BY** 494,727,235 7. Sole Dispositive Power: **EACH** REPORTING 819,895 **PERSON** 8. Shared Dispositive Power: WITH 541,519,227 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 542,339,122

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10.

11. Percent of Class Represented by Amount in Row (9):

54.3%

12. Type of Reporting Person (See Instructions):

PN

13G CUSIP No. 43300A 104 Page 25 of 47 Pages 1. Name of Reporting Persons: BREA VI L.L.C. Check the Appropriate Box if a Member of a Group 2. (a) " (b) x 3. SEC Use Only Citizenship or Place of Organization: 4. Delaware Sole Voting Power: NUMBER OF 47,611,887 **SHARES** Shared Voting Power: **BENEFICIALLY OWNED BY** 494,727,235 7. Sole Dispositive Power: **EACH** REPORTING 819,895 **PERSON** 8. Shared Dispositive Power: WITH 541,519,227 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 542,339,122

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10.

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11. Percent of Class Represented by Amount in Row (9):

54.3%

12. Type of Reporting Person (See Instructions):

00

CUSIF	No. 43300)A 1	04 13G	Page 26 of 47 Pages
1.	Name o	of Re	eporting Persons:	
2.		the A	Holdings III L.P. Appropriate Box if a Member of a Group (a) x	
3.	SEC U			
4.	Citizen	ship	or Place of Organization:	
	Quebec		nada Sole Voting Power:	
NUM	IBER OF			
	IARES	6.	544,394,933 Shared Voting Power:	
BENEI	FICIALLY			
	NED BY EACH	7.	0 Sole Dispositive Power:	
REP	ORTING			
	ERSON	8.	819,895 Shared Dispositive Power:	
V	VITH			
9.	Aggreg	ate .	543,575,038 Amount Beneficially Owned by Each Reporting Person:	
10.	544,39 Check		3 if the Aggregate Amount in Row (9) Excludes Certain Shares (Sec	e Instructions)

11. Percent of Class Represented by Amount in Row (9):

54.5%

12. Type of Reporting Person (See Instructions):

PN

CUSIP N	No. 43300	OA 10	04 13G	Page 27 of 47 Pages
1.	Name o	of Re	eporting Persons:	
2.			Holdings III GP L.P. Appropriate Box if a Member of a Group	
	(a) "	(b) x	
3.	SEC U	se O	nly	
4.	Citizen	ship	or Place of Organization:	
	Delawa	are 5.	Sole Voting Power:	
NUMB	BER OF			
	ARES	6.	544,394,933 Shared Voting Power:	
BENEFI				
	ED BY	7.	0 Sole Dispositive Power:	
REPOI	RTING			
	SON	8.	819,895 Shared Dispositive Power:	
WI	TH			
9.	Aggreg	gate A	543,575,038 Amount Beneficially Owned by Each Reporting Person:	
10.	543,57. Check		3 if the Aggregate Amount in Row (9) Excludes Certain Share	es (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

54.5%

12. Type of Reporting Person (See Instructions):

PN

CUSIP N	Io. 43300.	A 10	04 13G	Page 28 of 47 Pages
1.	Name of	f Re	porting Persons:	
2.		ne A	Holdings III GP Management L.L.C. appropriate Box if a Member of a Group x	
3.	SEC Us	e O	nly	
4.	Citizens	hip	or Place of Organization:	
	Delawai	re 5.	Sole Voting Power:	
NUMB	ER OF			
SHA		6.	544,394,933 Shared Voting Power:	
BENEFIC	CIALLY			
OWNE EAG		7.	0 Sole Dispositive Power:	
REPOR	RTING			
PERS		8.	819,895 Shared Dispositive Power:	
WI	ТН			
9.	Aggrega	ite A	543,575,038 Amount Beneficially Owned by Each Reporting Person:	
10.	543,575 Check E		s of the Aggregate Amount in Row (9) Excludes Certain Shares (Se	ee Instructions)

..

11. Percent of Class Represented by Amount in Row (9):

54.5%

12. Type of Reporting Person (See Instructions):

00

CUSIP No. 43300A 104)A 1	04 13G	Page 29 of 47 Pages
1.	Name o	of Re	porting Persons:	
2.			one Group L.P. Appropriate Box if a Member of a Group	
	(a) "	(t) x	
3.	SEC U	se O	nly	
4.	Citizen	ship	or Place of Organization:	
	Delawa	are 5.	Sole Voting Power:	
NUM	IBER OF			
	IARES	6.	544,394,933 Shared Voting Power:	
	FICIALLY			
	NED BY ACH	7.	0 Sole Dispositive Power:	
REPO	ORTING			
	RSON	8.	819,895 Shared Dispositive Power:	
V	VITH			
9.	Aggreg	gate A	543,575,038 Amount Beneficially Owned by Each Reporting Person:	
10.	543,57. Check		Report of the Aggregate Amount in Row (9) Excludes Certain S	Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

54.5%

12. Type of Reporting Person (See Instructions):

PN

CUSIP	No. 43300	OA 1	04 13G	Page 30 of 47 Pages
1.	Name o	of Re	eporting Persons:	
2.			Group Management L.L.C. Appropriate Box if a Member of a Group	
	(a) "	(b) x	
3.	SEC U	se O	nly	
4.	Citizen	ship	or Place of Organization:	
	Delawa	are 5.	Sole Voting Power:	
NUM	IBER OF			
	IARES FICIALLY	6.	544,394,933 Shared Voting Power:	
	NED BY			
	ACH	7.	0 Sole Dispositive Power:	
REP	ORTING			
	RSON	8.	819,895 Shared Dispositive Power:	
v	VITH		543,575,038	
9.	Aggreg	gate 1	Amount Beneficially Owned by Each Reporting Person:	
10.	543,57 Check		B if the Aggregate Amount in Row (9) Excludes Certain Shares (See In	nstructions)

••

11. Percent of Class Represented by Amount in Row (9):

54.5%

12. Type of Reporting Person (See Instructions):

00

CUSIP N	No. 43300	A 104	13G	Page 31 of 47 Pages
1.	Name of	f Reporting Persons	:	
2.		A. Schwarzman ne Appropriate Box (b) x	if a Member of a Group	
3.	SEC Use	e Only		
4.	Citizens	hip or Place of Org	anization:	
	United S	States 5. Sole Voting Po	ower:	
NUME	BER OF			
		544,632,363 6. Shared Voting	Power:	
BENEFI	CIALLY			
	ED BY CH	0 7. Sole Dispositiv	ve Power:	
REPO	RTING			
PER	SON	1,057,325 8. Shared Dispos	itive Power:	
WI	ITH			
9.	Aggrega	543,575,038 ate Amount Benefic	ially Owned by Each Reporting Person:	
10.	544,632 Check B		Amount in Row (9) Excludes Certain Shar	es (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

54.6%

12. Type of Reporting Person (See Instructions):

IN

Item 1. Name of Issuer (a). Hilton Worldwide Holdings Inc. (the Issuer) (b). Address of Issuer s Principal Executive Offices: 7930 Jones Branch Drive, Suite 1100, McLean, Virginia, 22102 Name of Person Filing Item 2(a). **Item 2(b). Address of Principal Business Office** Item 2(c). Citizenship Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of: HLT Holdco III LLC (i) c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware HLT Holdco II LLC (ii) c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware

HLT BREP VI.TE.2 Holdco LLC

345 Park Avenue

(iii)

c/o The Blackstone Group L.P.

New York, NY 10154

Citizenship: State of Delaware

(iv) Blackstone Real Estate Partners VI.TE.2 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(v) HLT BREH VI Holdco LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

Page 32

HLT BREH VI Holdings Holdco LLC (vi) c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware Blackstone Real Estate Holdings VI L.P. (vii) c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware (viii) BREP VI Side-by-Side GP L.L.C. c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware (ix) HLT BREH Intl II Holdco LLC c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware HLT BREH Intl II Holdings Holdco LLC (x) c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

65

Citizenship: State of Delaware

(xi) Blackstone Real Estate Holdings International II-Q L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xii) BREP International II-Q GP L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiii) BREP International II-Q GP L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiv) HLT Holdco LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xv) HLT A23 Holdco LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xvi) HLT A23 BREH VI Holdco LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xvii) Blackstone A23 Holdings LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xviii) BH Hotels Holdco LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xix) Blackstone Real Estate Partners VI L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xx) Blackstone Capital Partners V L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxi) Blackstone Management Associates V L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxii) BMA V L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

Page 34

(xxiii) Blackstone Real Estate Associates VI L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxiv) BREA VI L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxv) Blackstone Holdings III L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: Quebec, Canada

(xxvi) Blackstone Holdings III GP L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxvii) Blackstone Holdings III GP Management L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxviii) The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxix) Blackstone Group Management L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxx) Stephen A. Schwarzman

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: United States

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HLT Holdco III LLC directly holds 383,603,683 shares of Common Stock, HLT Holdco II LLC directly holds 94,650,659 shares of Common Stock, HLT BREP VI.TE.2 Holdco LLC directly holds 47,611,887 shares of Common Stock, HLT BREH VI Holdco LLC directly holds 1,674,976 shares of Common Stock, HLT BREH Intl II Holdco LLC directly holds 282,279 shares of Common Stock, HLT A23 Holdco LLC directly holds 16,472,893 shares of Common Stock, and HLT A23 BREH VI Holdco LLC directly holds 98,556 shares of Common Stock (together, the Blackstone Vehicles), and Stephen A. Schwarzman directly holds 237,430 shares of Common Stock.

The sole member of HLT Holdco III LLC is HLT Holdco II LLC. The sole member of HLT Holdco II LLC is HLT Holdco LLC. The sole member of HLT Holdco LLC is BH Hotels Holdco LLC (BH Hotels). The sole member of HLT A23 Holdco LLC is Blackstone A23 Holdings LLC.

The managing members of each of BH Hotels and Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT BREP VI.TE.2 Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of BREA VI L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT BREH Intl II Holdco LLC is HLT BREH Intl II Holdings Holdco LLC. The controlling member of HLT BREH Intl II Holdings Holdco LLC is Blackstone Real Estate Holdings International II-Q L.P. The general partner of Blackstone Real Estate Holdings International II-Q L.P. is BREP International II-Q GP L.P. The general partner of BREP International II-Q GP L.P. is BREP International II-Q GP L.L.C. The sole member of BREP International II-Q GP L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT A23 BREH VI Holdco LLC is Blackstone Real Estate Holdings VI L.P. The sole member of HLT BREH VI Holdco LLC is HLT BREH VI Holdings Holdco LLC. The controlling member of HLT BREH VI Holdings Holdco LLC is Blackstone Real Estate Holdings VI L.P. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.

The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. is wholly-owned by Blackstone senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Each such Reporting Person may be deemed to beneficially own the Common Stock beneficially owned by the Blackstone Vehicles directly or indirectly controlled by it or him, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person (other than the Blackstone Vehicles to the extent they directly hold shares of Common Stock) is the beneficial owner of Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Common Stock. The filing of this statement should not be construed to be an admission that any member of the Reporting Persons are members of a group for the purposes of Sections 13(d) and 13(g) of the Act.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock).

Item 2(e). CUSIP Number:

43300A 104

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Calculations of the percentage of shares of Common Stock beneficially owned assume 998,117,365 shares of Common Stock outstanding as reported in the Form 424B4 filed by the Issuer with the Securities and Exchange Commission on November 5, 2014. As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the shares of Common Stock listed on such Reporting Person s cover page. HLT Holdco III LLC directly holds 383,603,683 shares of Common Stock, HLT Holdco II LLC directly holds 94,650,659 shares of Common Stock, HLT BREP VI.TE.2 Holdco LLC directly holds 47,611,887 shares of Common Stock, HLT BREH VI Holdco LLC directly holds 1,674,976 shares of Common Stock, HLT BREH Intl II Holdco LLC directly holds 282,279 shares of Common Stock, HLT A23 Holdco LLC directly holds 16,472,893 shares of Common Stock, and HLT A23 BREH VI Holdco LLC directly holds 98,556 shares of Common Stock, and Stephen A. Schwarzman directly holds 237,430 shares of Common Stock.

(b) Percent of class:

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of Common Stock listed on such Reporting Person s cover page.

(c) Number of Shares as to which the Reporting Person has:

Edgar Filing: Hiltor	1 Worldwide	Holdings Inc.	Form	SC	13G/A
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(i) Sole power to vote or to direct the vote:

See each cover page hereof.

(ii) Shared power to vote or to direct the vote:

See each cover page hereof.

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(iii) Sole power to dispose or to direct the disposition of: See each cover page hereof.
(iv) Shared power to dispose or to direct the disposition of: See each cover page hereof.
Item 5. Ownership of Five Percent or Less of a Class If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "
Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not applicable.
Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company. Not applicable.
Item 8. Identification and Classification of Members of the Group. Not applicable.
Item 9. Notice of Dissolution of Group. Not Applicable.
Item 10. Certification. Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

HLT HOLDCO III LLC

By: HLT Holdco II LLC, its sole member
By: HLT Holdco LLC, its sole member
By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI L.P., its managing member By: Blackstone Real Estate Associates VI L.P., its general partner By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates

V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

HLT HOLDCO II LLC

By: HLT Holdco LLC, its sole member

By: BH Hotels Holdco LLC, its sole member
By: Blackstone Real Estate Partners VI
L.P., its managing member
By: Blackstone Real Estate Associates
VI L.P., its general partner
By: BREA VI L.L.C., its general
partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates V

L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

HLT BREP VI.TE.2 HOLDCO LLC

By: Blackstone Real Estate Partners VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI

L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE HOLDINGS VI L.P.

By: BREP VI Side-by-Side GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BREP VI SIDE-BY-SIDE GP L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

HLT BREH INTL II HOLDCO LLC

By: HLT BREH Intl II Holdings Holdco LLC, its sole member

By: Blackstone Real Estate Holdings
International II-Q L.P., its managing member
By: BREP International II-Q GP L.P., its
general partner

By: BREP International II-Q GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

HLT BREH INTL II HOLDINGS HOLDCO LLC

By: Blackstone Real Estate Holdings
International II-Q L.P., it managing member
By: BREP International II-Q GP L.P., its
general partner
By: BREP International II-Q GP L.C.

By: BREP International II-Q GP L.L.C., its managing member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE HOLDINGS INTERNATIONAL II-Q L.P.

By: BREP International II-Q GP L.P., its

general partner

By: BREP International II-Q GP L.L.C.,

its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BREP INTERNATIONAL II-Q GP L.P.

By: BREP International II-Q GP L.L.C., its

general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BREP INTERNATIONAL II-Q GP L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

HLT HOLDCO LLC

By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI

L.P., its managing member

By: Blackstone Real Estate Associates

VI L.P., its general partner

By: BREA VI L.L.C., its general

partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P., its

managing member

By: Blackstone Management Associates V

L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

HLT A23 BREH VI HOLDCO LLC

By: Blackstone Real Estate Holdings VI

L.P., its sole member

By: BREP VI Side-by-Side GP L.L.C., its

general partner

By: /s/ John G. Finley Name: John G. Finley Chief Legal Officer Title:

HLT A23 HOLDCO LLC

By: Blackstone A23 Holdings LLC, its sole

member

By: Blackstone Real Estate Partners VI

L.P., its managing member

By: Blackstone Real Estate Associates

VI L.P., its general partner

By: BREA VI L.L.C., its general

partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partners V L.P.,

its managing member

By: Blackstone Management Associates V L.L.C., its general

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

HLT BREH VI HOLDCO LLC

By: HLT BREH VI Holdings Holdco LLC,

its sole member

By: Blackstone Real Estate Holdings VI

L.P., its managing member

By: BREP VI Side-by-Side GP L.L.C.,

its general partner

/s/ John G. Finley By: Name: John G. Finley Title: Chief Legal Officer

HLT BREH VI HOLDINGS HOLDCO LLC

By: Blackstone Real Estate Holdings VI L.P., its managing member

By: BREP VI Side-by-Side GP L.L.C.,

its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE A23 HOLDINGS LLC

By: Blackstone Real Estate Partners VI

L.P., its managing member

By: Blackstone Real Estate Associates

VI L.P, its general partner

By: BREA VI L.L.C., its general

partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P.,

its managing member

By: Blackstone Management

Associates V L.L.C., its general partner By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BH HOTELS HOLDCO LLC

By: Blackstone Real Estate Partners VI

L.P., its managing member

By: Blackstone Real Estate Associates

VI L.P, its general partner

By: BREA VI L.L.C., its general

partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

By: Blackstone Capital Partner V L.P.,

its managing member

By: Blackstone Management Associates V L.L.C., its general

partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VI L.P.

By: Blackstone Real Estate Associates

VI L.P., its general partner By: BREA VI L.L.C., its general

partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE

ASSOCIATES VI L.P.

By: BREA VI L.L.C., its general

partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BREA VI L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE CAPITAL PARTNERS V

L.P.

By: Blackstone Management Associates V, L.L.C., its general

partner

By: BMA V, L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C.

By: BMA V, L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley

Title: Chief Legal Officer

BMA V L.L.C.

By: /s/ John G. Finley Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE HOLDINGS III L.P.

By: Blackstone Holdings III GP L.P., its general

partner

By: Blackstone Holdings III GP Management

L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP Management

L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

STEPHEN A. SCHWARZMAN

/s/ Stephen A. Schwarzman Name: Stephen A. Schwarzman