

HCA Holdings, Inc.
Form 4
January 11, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2012

____ Director
____ Officer (give title below) Other (specify below)
Former 10% Owner

(Street)
CHARLOTTE, NC 28255

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|----------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | Code | V | Amount | | | | |
| Common Stock ⁽¹⁾ | 11/06/2012 | | S | | 148,143 _{(2) (3) (4)} | \$ 30.7368 ₍₅₎ | 2,652,364 _{(6) (7)} | I | See Footnotes _{(6) (7)} |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BANK OF AMERICA CORP /DE/
 BANK OF AMERICA CORPORATE CENTER
 100 N TRYON ST
 CHARLOTTE, NC 28255

Former 10% Owner

Signatures

/s/ Ileana Stone, Authorized Signatory for Bank of America

01/11/2013

**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) This Form 4 is being filed by Bank of America Corporation ("BAC"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of itself and certain of its subsidiaries. BAC was an indirect beneficial owner of the shares of common stock of HCA Holdings, Inc. (the "Issuer") held directly or indirectly through certain of its subsidiaries.

(2) On November 5, 2012, Hercules Holding II, LLC ("Hercules") made a distribution of shares of the Issuer's common stock to certain of its members in exchange for the pro rata portion of the outstanding membership interests of Hercules held by such members, including a distribution (the "Distribution") of these shares to Merrill Lynch Ventures L.P. 2001 ("ML Ventures LP").

(3) Represents shares held by ML Ventures LP. Merrill Lynch Ventures, LLC, is the general partner of ML Ventures LP and a wholly owned subsidiary of Merrill Lynch Group, Inc., which is a wholly owned subsidiary of Merrill Lynch & Co., Inc., which is a wholly owned subsidiary of BAC.

(4) In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to the Issuer. BAC disclaims that this transaction is matchable against a transaction that is subject to reporting under Section 16(a), or disgorgement under Section 16(b), of the Securities Exchange Act of 1934, as amended (the "Act"), and this report shall not be deemed an admission that those sections apply to such transaction.

(5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.60 to \$30.84 per share, inclusive. BAC shall provide to the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.

(6)

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Following the Distribution, through ML Ventures LP's membership interest in Hercules, ML Ventures LP beneficially owned 2,652,364 shares of the Issuer's common stock held by Hercules. Pursuant to its right under Hercules' Amended and Restated Limited Liability Company Agreement, dated November 17, 2006 (the "LLC Agreement"), ML Ventures LP thereafter elected to withdraw as a member of Hercules and as a party to the LLC Agreement (the "Withdrawal"). In connection with the Withdrawal, on November 20, 2012, Hercules distributed 2,652,364 shares of the Issuer's common stock on a pro rata basis to ML Ventures LP in exchange for ML Ventures LP's remaining outstanding membership interests of Hercules.

- (continued from footnote 6) As a result of the Withdrawal, BAC may no longer be deemed to be a member of a group exercising voting and investment control over the shares of the Issuer's common stock held by Hercules and therefore may no longer be deemed to be subject to Section 16 of the Act concerning the securities of the Issuer. Each of BAC and its affiliates declares that neither the filing of
- (7) this report nor anything herein shall be construed as an admission that such person was, for the purposes of Section 13(d) of the Act or any other purpose, (i) acting (or had agreed to act) with any other person as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any syndicate or group with respect to the Issuer or any securities of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.