HCA INC/TN Form SC 13G/A June 05, 2009

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

HCA Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

404119109

(CUSIP Number)

March 13, 2009

(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 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.

1.	Name of Reporting Person KKR Millennium Fund L.P.		
2.	Check the Appropri	ate Box if a Member of	a Group
	(a)	0	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place Delaware	of Organization	
	5.		Sole Voting Power
Number of			
Shares	6.		Shared Voting Power
Beneficially			91,845,692*
Owned by			
Each	7.		Sole Dispositive Power
Reporting Person With			-0-
reison with	8.		Shared Dispositive Power 91,845,692*
9.	Aggregate Amount 91,845,692*	Beneficially Owned by I	Each Reporting Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Rep 97.3%*	presented by Amount in	Row (9)
12.	Type of Reporting F	Person (See Instructions)	

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

CUSIP No. 404119109

1.	Name of Reporting Person KKR Associates Millennium L.P.				
2.	Check the Appropria	Check the Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	X			
3.	SEC Use Only				
4.	Citizenship or Place Delaware	of Organization			
	5.		Sole Voting Power		
Number of			-0-		
Shares	6.		Shared Voting Power		
Beneficially	0.		91,845,692*		
Owned by			, ,		
Each	7.		Sole Dispositive Power		
Reporting			-0-		
Person With	8.		Shared Dispositive Power 91,845,692*		
9.	Aggregate Amount 191,845,692*	Beneficially Owned by	Each Reporting Person		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Rep 97.3%*	presented by Amount in	Row (9)		
12.	Type of Reporting P OO	Person (See Instructions)			

CUSIP No. 404119109

1.	Name of Reporting Person KKR Millennium GP LLC			
2.	2. Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place Delaware	of Organization		
	5.		Sole Voting Power	
Number of				
Shares	6.		Shared Voting Power	
Beneficially			91,845,692*	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting			-0-	
Person With	8.		Shared Dispositive Power 91,845,692*	
9.	Aggregate Amount I 91,845,692*	Beneficially Owned by I	Each Reporting Person	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Rep 97.3%*	presented by Amount in	Row (9)	
12.	Type of Reporting P OO	Person (See Instructions)		

CUSIP No. 404119109

1.	Name of Reporting Person KKR 2006 Fund L.P.			
2.	Check the Appropriate Box if	a Member of a Group		
	(a)	0		
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place of Organi Delaware	zation		
	5.		Sole Voting Power -0-	
Number of				
Shares	6.		Shared Voting Power	
Beneficially Owned by			91,845,692*	
Each	7.		Sole Dispositive Power	
Reporting Person With			-0-	
2 230011 (1.111	8.		Shared Dispositive Power 91,845,692*	
9.	Aggregate Amount Beneficiall 91,845,692*	ly Owned by Each Reportin	g Person	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented b 97.3%*	by Amount in Row (9)		
12.	Type of Reporting Person (See OO	e Instructions)		

CUSIP No. 404119109

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 91,845,692*	
Each Reporting Person With	7.		Sole Dispositive Power -0-	
	8.		Shared Dispositive Power 91,845,692*	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 91,845,692*			
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented b 97.3%*	y Amount in Row (9)		
12.	Type of Reporting Person (See OO	Instructions)		

1.	Name of Reporting Per KKR 2006 GP LLC	rson	
2.	Check the Appropriate	Box if a Member of a G	roup
	(a)	0	•
	(b)	X	
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 91,845,692*
Each Reporting Person With	7.		Sole Dispositive Power -0-
	8.		Shared Dispositive Power 91,845,692*
9.	Aggregate Amount Ber 91,845,692*	neficially Owned by Eac	h Reporting Person
10.	Check Box if the Aggr	regate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11.	Percent of Class Repre 97.3%*	esented by Amount in Ro	w (9)
12.	Type of Reporting Pers	son (See Instructions)	

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

1.	Name of Reporting I OPERF Co-Investme		
2.	Check the Appropria	ate Box if a Member of a	Group
	(a)	0	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place Delaware	of Organization	
	5.		Sole Voting Power
			-0-
Number of			
Shares	6.		Shared Voting Power
Beneficially			91,845,692*
Owned by			
Each	7.		Sole Dispositive Power
Reporting			-0-
Person With			
	8.		Shared Dispositive Power 91,845,692*
9.	Aggregate Amount I 91,845,692*	Beneficially Owned by Ea	ach Reporting Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Rep 97.3%*	presented by Amount in R	low (9)
12.	Type of Reporting Po	erson (See Instructions)	

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

CUSIP No. 404119109

1.	Name of Reporting Person KKR PEI Investments, 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 Guernsey	zation		
Number of	5.		Sole Voting Power -0-	
Shares Beneficially Owned by	6.		Shared Voting Power 91,845,692*	
Each Reporting Person With	7.		Sole Dispositive Power -0-	
	8.		Shared Dispositive Power 91,845,692*	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 91,845,692*			
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented b 97.3%*	y Amount in Row (9)		
12.	Type of Reporting Person (See OO	Instructions)		

CUSIP No. 404119109

00

1.	Name of Reporting Person KKR PEI Associates, L.P.		
2.	Check the Appropriate Box (a) (b)	x if a Member of a Group o x	
3.	SEC Use Only		
4.	Citizenship or Place of Org Guernsey	ganization	
Number of	5.		Sole Voting Power -0-
Shares Beneficially Owned by	6.		Shared Voting Power 91,845,692*
Each Reporting Person With	7.		Sole Dispositive Power -0-
Terson with	8.		Shared Dispositive Power 91,845,692*
9.	Aggregate Amount Benefic 91,845,692*	cially Owned by Each Report	ing Person
10.	Check Box if the Aggregat	te Amount in Row (9) Exclud	es Certain Shares (See Instructions) o
11.	Percent of Class Represent 97.3%*	red by Amount in Row (9)	
12.	Type of Reporting Person	(See Instructions)	

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

1.	Name of Reporting Person KKR PEI GP Limited		
2.	Check the Appropriate Box if	a Member of a Group	
	(a)	0	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Guernsey	zation	
	5.		Sole Voting Power
			-0-
Number of			
Shares	6.		Shared Voting Power
Beneficially			91,845,692*
Owned by			
Each	7.		Sole Dispositive Power
Reporting Person With			-0-
reison with	8.		Sharad Dispositive Bower
	0.		Shared Dispositive Power 91,845,692*
9.	Aggregate Amount Beneficial 91,845,692*	ly Owned by Each Reportir	ng Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented b 97.3%*	by Amount in Row (9)	
12.	Type of Reporting Person (See OO	e Instructions)	

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

CUSIP No. 404119109

1.	Name of Reporting Person Kohlberg Kravis Roberts & Co. L.P.			
2.	Check the Appropriate Box if (a) (b)	a Member of a Group o x		
3.	SEC Use Only			
4.	Citizenship or Place of Organi Delaware	zation		
N. I. C	5.		Sole Voting Power -0-	
Number of Shares Beneficially Owned by Each Reporting Person With	6.		Shared Voting Power 91,845,692*	
	7.		Sole Dispositive Power -0-	
Terson with	8.		Shared Dispositive Power 91,845,692*	
9.	Aggregate Amount Beneficiall 91,845,692*	ly Owned by Each Reportin	g Person	
10.	Check Box if the Aggregate A	mount in Row (9) Excludes	s Certain Shares (See Instructions) o	
11.	Percent of Class Represented b 97.3%*	by Amount in Row (9)		
12.	Type of Reporting Person (See OO	e Instructions)		

1.	Name of Reporting Person KKR & Co. LLC		
2.	Check the Appropriate Box if a (a) (b)	Member of a Group o x	
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	ation	
Noveles of	5.		Sole Voting Power -0-
Number of Shares Beneficially Owned by	6.		Shared Voting Power 91,845,692*
Each Reporting Person With	7.		Sole Dispositive Power -0-
	8.		Shared Dispositive Power 91,845,692*
9.	Aggregate Amount Beneficially 91,845,692*	y Owned by Each Reportin	g Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by 97.3%*	y Amount in Row (9)	
12.	Type of Reporting Person (See OO	Instructions)	

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

1.	Name of Reporting Person KKR Partners III, 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 Organization Delaware				
	5.		Sole Voting Power -0-		
Number of					
Shares	6.		Shared Voting Power		
Beneficially			91,845,692*		
Owned by					
Each	7.		Sole Dispositive Power		
Reporting			-0-		
Person With					
	8.		Shared Dispositive Power 91,845,692*		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 91,845,692*				
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) 97.3%*				
12.	Type of Reporting Person (See Instructions) OO				

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

1.	Name of Reporting Person KKR III GP L.L.C.			
2.	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware			
	5.		Sole Voting Power	
Number of			·	
Shares	6.		Shared Voting Power	
Beneficially			91,845,692*	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting Person With			-0-	
reison with	8.		Shared Dispositive Power 91,845,692*	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 91,845,692*			
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) 97.3%*			
12.	Type of Reporting Person (See Instructions) OO			

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

CUSIP No. 404119109

12.

1.	Name of Reporting Person 8 North America Investor L.P.				
2.	Check the Appropriate Box if (a) (b)	a Member of a Group o x			
3.	SEC Use Only				
4.	Citizenship or Place of Organization Cayman Islands				
	5.		Sole Voting Power -0-		
Number of Shares Beneficially Owned by Each Reporting Person With	6.		Shared Voting Power 91,845,692*		
	7.		Sole Dispositive Power -0-		
	8.		Shared Dispositive Power 91,845,692*		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 91,845,692*				
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) 97.3%*				

Type of Reporting Person (See Instructions)

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

- 1. Name of Reporting Person KKR Associates 8 NA 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 Organization Cayman Islands