

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:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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.

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).

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CUSIP No. 404119109

1. Name of Reporting Person  
KKR Millennium Fund L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>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)
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.

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CUSIP No. 404119109

1. Name of Reporting Person  
KKR Associates Millennium L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
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CUSIP No. 404119109

1. Name of Reporting Person  
KKR Millennium GP LLC
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
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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)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
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|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
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CUSIP No. 404119109

1. Name of Reporting Person  
KKR Associates 2006 L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>91,845,692* |
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CUSIP No. 404119109

1. Name of Reporting Person  
KKR 2006 GP LLC
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>OPERF Co-Investment L.L.C.                                  |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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CUSIP No. 404119109

1. Name of Reporting Person  
KKR PEI Investments, L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Guernsey
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-                |
|   | 6. | Shared Voting Power<br>91,845,692*      |
|   | 7. | Sole Dispositive Power<br>-0-           |
|   | 8. | Shared Dispositive Power<br>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)
11. Percent of Class Represented by Amount in Row (9)  
97.3%\*
12. Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 404119109

- |     |   |                       |
|-----|---|-----------------------|
| 1.  | Name of Reporting Person<br>KKR PEI Associates, L.P.                                    |                       |
| 2.  | Check the Appropriate Box if a Member of a Group  |                       |
|     | (a) <input type="radio"/>   |                       |
|     | (b) <input checked="" type="radio"/>  |                       |
| 3.  | SEC Use Only  |                       |
| 4.  | Citizenship or Place of Organization<br>Guernsey  |                       |
| 5.  | Sole Voting Power   | -0-                   |
| 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) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)                                       | 97.3%*                |
| 12. | Type of Reporting Person (See Instructions)   | OO                    |

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR PEI GP Limited  |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Guernsey  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>Kohlberg Kravis Roberts & Co. L.P.                          |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR & Co. LLC   |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR Partners III, L.P.                                      |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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CUSIP No. 404119109

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>KKR III GP L.L.C.   |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a) <input type="radio"/>   |   |
|     | (b) <input checked="" type="radio"/>  |   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Delaware  |   |
| 5.  |   | Sole Voting Power<br>-0-                |
| 6.  |   | Shared Voting Power<br>91,845,692*      |
| 7.  |   | Sole Dispositive Power<br>-0-           |
| 8.  |   | Shared Dispositive Power<br>91,845,692* |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>91,845,692*             |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/>                   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>97.3%*                             |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                       |   |

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- |     |   |                       |
|-----|---|-----------------------|
| 1.  | Name of Reporting Person<br>8 North America Investor L.P.                               |                       |
| 2.  | Check the Appropriate Box if a Member of a Group  |                       |
|     | (a) <input type="radio"/>   |                       |
|     | (b) <input checked="" type="radio"/>  |                       |
| 3.  | SEC Use Only  |                       |
| 4.  | Citizenship or Place of Organization<br>Cayman Islands                                  |                       |
| 5.  | Sole Voting Power   | -0-                   |
| 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*           |
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CUSIP No. 404119109

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