

Hilton Worldwide Holdings Inc.  
Form SC 13G/A  
February 14, 2019

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 7)\***

**HILTON WORLDWIDE HOLDINGS INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**43300A 203**

**(CUSIP Number)**

**December 31, 2018**

**(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).

1. Name of Reporting Persons:

HLT Holdco III 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

HLT Holdco II 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

HLT BREP VI.TE.2 Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO



1. Name of Reporting Persons:

HLT BREP VI.TE.2 Holdings Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

Blackstone Real Estate Partners VI.TE.2 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

HLT BREH VI Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

Blackstone Real Estate Holdings VI 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN



1. Name of Reporting Persons:

BREP VI Side-by-Side GP L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

HLT BREH Intl II Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

HLT BREH Intl II Holdings Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

Blackstone Real Estate Holdings International II-Q 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN



1. Name of Reporting Persons:

BREP International II-Q GP 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

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

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

HLT Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

HLT A23 BREH VI Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO



1. Name of Reporting Persons:

HLT BREH VI-A Holdings Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

HLT A23 Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

BH Hotels Holdco 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

Blackstone Real Estate Partners VI 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN



1. Name of Reporting Persons:

Blackstone Capital Partners V 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

Blackstone Management Associates V L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

BMA V L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

Blackstone Real Estate Associates VI 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN



1. Name of Reporting Persons:

BREA VI L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

Blackstone Holdings III 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:

Quebec, Canada

5. Sole Voting Power:

NUMBER OF

SHARES 0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON 0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

Blackstone Holdings III GP 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

5. Sole Voting Power:

NUMBER OF

SHARES

0  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH

0  
7. Sole Dispositive Power:

REPORTING

PERSON

WITH

0  
8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

Blackstone Holdings III GP Management L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO



1. Name of Reporting Persons:

The Blackstone Group 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

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

Blackstone Group Management L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

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):

0.0%

12. Type of Reporting Person (See Instructions):

OO

1. Name of Reporting Persons:

Stephen A. Schwarzman

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

5. Sole Voting Power:

NUMBER OF

SHARES

106,449

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

106,449

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

106,449

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):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

IN

**Item 1. (a). Name of Issuer**

Hilton Worldwide Holdings Inc. (the Issuer )

**(b). Address of Issuer s Principal Executive Offices:**

7930 Jones Branch Drive, Suite 1100,

McLean, Virginia, 22102

**Item 2(a). Name of Person Filing**

**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:

(i) HLT Holdco III LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ii) HLT Holdco II LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iii) HLT BREP VI.TE.2 Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iv) HLT BREP VI.TE.2 Holdings Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(v) 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

(vi) HLT BREH VI Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware



(vii) Blackstone Real Estate Holdings VI L.P.  
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

(x) HLT BREH Intl II Holdings Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

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) HLT BREH VI-A Holdings Holdco 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

(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

**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 203

**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 296,569,995 shares of Common Stock outstanding as of October 18, 2018, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on October 24, 2018. 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. As of December 31, 2018, Stephen A. Schwarzman directly held 55,837 shares of Common Stock. Additionally, Mr. Schwarzman may be deemed to beneficially own 50,612 shares of Common Stock held directly by foundations over which Mr. Schwarzman may be deemed to have investment and voting power.

**(b) Percent of class:**

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:**

(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.

(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.



**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 14, 2019

HLT HOLDCO III L.L.C.

By: /s/ Kenneth A. Caplan  
Name: Kenneth A. Caplan  
Title: Senior Managing Director

HLT HOLDCO II L.L.C.

By: /s/ Kenneth A. Caplan  
Name: Kenneth A. Caplan  
Title: Senior Managing Director

HLT HOLDCO L.L.C.

By: /s/ Kenneth A. Caplan  
Name: Kenneth A. Caplan  
Title: Senior Managing Director

HLT BREH VI HOLDCO LLC

By: /s/ Kenneth A. Caplan  
Name: Kenneth A. Caplan  
Title: Senior Managing Director

HLT A23 HOLDCO LLC

By: /s/ Kenneth A. Caplan  
Name: Kenneth A. Caplan  
Title: Senior Managing Director

BH HOTELS HOLDCO LLC

By: /s/ Kenneth A. Caplan  
Name: Kenneth A. Caplan  
Title: Senior Managing Director

HLT BREP VI.TE.2 HOLDCO LLC

By: HLT BREP VI.TE.2 Holdings Holdco  
LLC, its sole member

By: Blackstone Real Estate Partners  
VI.TE.2 L.P., its sole member

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

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

By: /s/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

HLT BREP VI.TE.2 HOLDINGS HOLDCO  
LLC

By: Blackstone Real Estate Partners  
VI.TE.2 L.P., its sole member

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

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

By: /s/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

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/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

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/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

BLACKSTONE REAL ESTATE  
ASSOCIATES VI L.P.

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

By: /s/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

BREA VI L.L.C.

By: /s/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

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

HLT A23 BREH VI HOLDCO LLC

By: HLT BREH VI-A Holdings Holdco  
LLC,

its sole member

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/ Paul D. Quinlan  
Name: Paul D. Quinlan  
Title: Managing Director

HLT BREH VI-A HOLDINGS 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/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

BLACKSTONE REAL ESTATE HOLDINGS  
VI L.P.

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

its general partner

By: /s/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

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

By: /s/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

HLT BREH INTL II HOLDCO LLC

By: /s/ Kenneth A. Caplan

Name: Kenneth A. Caplan

Title: Senior Managing Director

HLT BREH INTL II HOLDINGS HOLDCO  
LLC

By: Blackstone Real Estate Holdings  
International

II-Q L.P., its controlling 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/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

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/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

BREP INTERNATIONAL II-Q GP L.P.

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

its general partner

By: /s/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

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

By: /s/ Paul D. Quinlan

Name: Paul D. Quinlan

Title: Managing Director

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

[Hilton Worldwide Holdings Inc. Schedule 13G/A]