

Hilton Worldwide Holdings Inc.
Form SC 13G
February 14, 2014

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

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

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, 2013

(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).

CUSIP No. 43300A 104

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1. Name of reporting persons:

Hilton Hotels Holdings 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 729,584,173

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 729,584,173

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

729,584,173

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):

74.1%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

Blackstone A23 Holdings 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 22,908,571
6. Shared voting power:

beneficially

owned by 0
each 7. Sole dispositive power:

reporting

person 22,908,571
8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

22,908,571

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):

2.3%

12. Type of reporting person (see instructions):

OO

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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 729,584,173

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 729,584,173

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

729,584,173

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):

74.1%

12. Type of reporting person (see instructions):

OO

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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 752,492,744

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

752,492,744

9. Aggregate amount beneficially owned by each reporting person:

752,492,744

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):

76.4%

12. Type of reporting person (see instructions):

PN

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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 752,492,744

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

752,492,744

9. Aggregate amount beneficially owned by each reporting person:

752,492,744

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):

76.4%

12. Type of reporting person (see instructions):

PN

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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 752,492,744

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

752,492,744

9. Aggregate amount beneficially owned by each reporting person:

752,492,744

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):

76.4%

12. Type of reporting person (see instructions):

OO

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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 752,492,744

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

752,492,744

9. Aggregate amount beneficially owned by each reporting person:

752,492,744

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):

76.4%

12. Type of reporting person (see instructions):

OO

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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 752,492,744

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

752,492,744

9. Aggregate amount beneficially owned by each reporting person:

752,492,744

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):

76.4%

12. Type of reporting person (see instructions):

OO

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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 752,492,744

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

752,492,744

9. Aggregate amount beneficially owned by each reporting person:

752,492,744

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):

76.4%

12. Type of reporting person (see instructions):

OO

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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 752,492,744

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 752,492,744

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

752,492,744

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):

76.4%

12. Type of reporting person (see instructions):

PN

13G

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