

HCA Holdings, Inc.  
Form 8-K  
May 11, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 11, 2015 (May 6, 2015)**

**HCA HOLDINGS, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-11239**  
**(Commission**  
  
**File Number)**

**27-3865930**  
**(I.R.S. Employer**  
  
**Identification No.)**

**One Park Plaza,**

**Nashville, Tennessee**  
**(Address of Principal Executive Offices)**

**37203**  
**(Zip Code)**

**Registrant's telephone number, including area code: (615) 344-9551**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.****Underwriting Agreement**

On May 6, 2015, HCA Inc. (the Issuer), a wholly owned subsidiary of HCA Holdings, Inc. (the Parent Guarantor), entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, SunTrust Robinson Humphrey, Inc., UBS Securities LLC and Wells Fargo Securities, LLC as representatives of the several underwriters named therein, for the issuance and sale by the Issuer of \$1,600,000,000 aggregate principal amount of its 5.375% Senior Notes due 2025 (the Notes), guaranteed on a senior unsecured basis by the Parent Guarantor, pursuant to the Issuer's and the Parent Guarantor's shelf registration statement on Form S-3, filed on January 13, 2015 (File No. 333-201463), as supplemented by the prospectus supplement dated May 6, 2015, previously filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

The Notes will be issued under the indenture (as amended, restated, modified or supplemented from time to time, the Indenture) governing the \$1.0 billion aggregate principal amount of the Issuer's 5.375% Senior Notes due 2025 that were issued on January 16, 2015 (the Existing Notes) and will have identical terms with the Existing Notes, other than their issue date and public offering price. The Notes and the Existing Notes will be treated as a single series for all purposes under the Indenture, including notices, consents, waivers, amendments, redemptions and any other action permitted under the Indenture. The Notes will have the same CUSIP and ISIN numbers as, and will vote together and will be fungible with, the Existing Notes immediately upon issuance.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

The information provided in Item 1.01 of this report is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

No.	Description
1.1	Underwriting Agreement, dated as of May 6, 2015, among HCA Inc., HCA Holdings, Inc. and Citigroup Global Markets Inc., Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, SunTrust Robinson Humphrey, Inc., UBS Securities LLC and Wells Fargo Securities, LLC as representatives of the other several underwriters named therein

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HCA HOLDINGS, INC.

(Registrant)

By: /s/ John M. Franck II  
John M. Franck II  
Vice President    Legal and Corporate  
Secretary

Date: May 11, 2015

**INDEX TO EXHIBITS**

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