

FRIST THOMAS F III
Form 4
May 04, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIST THOMAS F III

2. Issuer Name and Ticker or Trading Symbol
HCA Healthcare, Inc. [HCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3100 WEST END AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NASHVILLE, TN 37203

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|----------------|---|---|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 02/20/2018 | | G | V | 22,168 | A | \$ 0 | 22,168.0001 | I | Held indirectly through Hercules Holding II (1) (2) |
| Common Stock, par value \$0.01 per share | 05/02/2018 | | A | | 1,790 (3) | A | \$ 0 | 3,902 | D | |
| Common Stock, par | | | | | | | | 1,088,856.0364 | I | Held indirectly |

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| | | | | |
|--|--------------|---|--|---|
| value \$0.01 per share | | | | through Hercules Holding II by Thomas F. Frist III 2017 Annuity Trust I ⁽¹⁾ <u>(4)</u> |
| Common Stock, par value \$0.01 per share | 9,496.54 | I | | Held indirectly through Hercules Holding II by Spouse ⁽¹⁾ ⁽⁵⁾ |
| Common Stock, par value \$0.01 per share | 816,795.9265 | I | | Held indirectly through Hercules Holding II by Thomas F. Frist III 2007 Family Trust ⁽¹⁾ <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 445,402.2284 | I | | Held indirectly through Hercules Holding II by Thomas F. Frist III 2016 Annuity Trust II ⁽¹⁾ <u>(4)</u> |
| Common Stock, par value \$0.01 per share | 77,530.8667 | I | | Held indirectly through Hercules Holding II by Thomas |

| | | | | |
|--|-----------------|---|--|---|
| | | | | F. Frist III 2016 Annuity Trust IV <u>(1) (4)</u> |
| | | | | Held indirectly through Hercules Holding II |
| Common Stock, par value \$0.01 per share | 69,570.4085 | I | by Thomas F. Frist III 2011 Family Trust <u>(1)</u> <u>(6)</u> | |
| | | | | Held indirectly through Hercules Holding II |
| Common Stock, par value \$0.01 per share | 2,079,808.4777 | I | by Thomas F. Frist III 2017 Annuity Trust II <u>(1)</u> <u>(4)</u> | |
| | | | | Held indirectly through Hercules Holding II |
| Common Stock, par value \$0.01 per share | 28,489.62 | I | by Trusts for Children <u>(1) (7)</u> | |
| | | | | Held indirectly through Hercules Holding II |
| Common Stock, par value \$0.01 per share | 2,348,330.3574 | I | by Trusts for Children <u>(1) (7)</u> | |
| | 36,629,163.8593 | I | | |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Hercules Holding II ("Hercules") holds 68,912,077 shares of common stock of HCA Healthcare, Inc. Hercules is held by a private investor group, including affiliates of HCA Inc. founder Dr. Thomas F. Frist Jr. The Reporting Person may be deemed to be a member of

(1) a group exercising voting and investment control over the shares of common stock of HCA Healthcare, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(2) The Reporting Person directly owns 22,168.0001 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc. by virtue of his ownership in Hercules.

Represents common stock underlying 1,790 restricted share units which shall vest on the sooner of the date of the 2019 annual

(3) shareholders' meeting of HCA Healthcare, Inc. or the first anniversary of the grant date. Vested shares will be delivered to the Reporting Person on the date the Reporting Person ceases to be a member of the Board of Directors of HCA Healthcare, Inc.

The Reporting Person is trustee of (i) The Thomas F. Frist III 2016 Annuity Trust II, (ii) The Thomas F. Frist III 2017 Annuity Trust II, (iii) The Thomas F. Frist III 2016 Annuity Trust IV and (iv) The Thomas F. Frist III 2017 Annuity Trust I and may be deemed to be the

(4) beneficial owner of the units of Hercules held by these trusts and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.

The Reporting Person may be deemed to have an indirect beneficial ownership in respect of 9,496.54 units of Hercules through an

(5) indirect pecuniary interest in such units held by his spouse, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.

The Reporting Person's spouse is trustee of (i) The Thomas F. Frist III 2007 Family Trust and (ii) Thomas F. Frist III 2011 Family Trust,

(6) and the Reporting Person may be deemed to be the beneficial owner of the units of Hercules held by such trusts and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.

The Reporting Person may be deemed to be the beneficial owner of the aggregate (i) 28,489.62 units of Hercules held by certain trusts for the benefit of the Reporting Person's children, each of which his sister serves as trustee, and (ii) 2,348,330.3574 units of Hercules held by

(7) certain trusts for the benefit of the Reporting Person's children, each of which his spouse serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.

The Reporting Person may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of HCA Healthcare, Inc. beneficially owned by Frisco, Inc. by virtue of his position as a director of Frisco, Inc. Frisco, Inc. has beneficial ownership of

(8) 36,629,163.8593 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.