

FRIST THOMAS F JR
Form 5
February 14, 2019

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$0.01 per share | | | | (A) or (D) Price | 389,855 | D | |
| Common Stock, par value \$0.01 per share | | | | (A) or (D) Price | 72,561.6299 | I | Held indirectly through Hercules Holding II (1) (2) |

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| | | | | | | | | | |
|--|---|---|---|---|---|---|--------------|---|--|
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 205,471.4898 | I | Held indirectly through Hercules Holding II by Patricia C. Frist ⁽¹⁾ ₍₂₎ |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 72,589.0649 | I | Held indirectly through Hercules Holding II by Thomas F. Frist GST Tax Exempt Trust ⁽¹⁾ ₍₃₎ |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 122,388.9066 | I | Held indirectly through Hercules Holding II by Patricia Champion Frist 2017 GRAT ⁽¹⁾ ₍₃₎ |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 32,620.3239 | I | Held indirectly through Hercules Holding II by Patricia Champion Frist May 2017 GRAT ⁽¹⁾ ₍₄₎ |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 184,783.7695 | I | Held indirectly through Hercules Holding II by Patricia Champion Frist May 2018 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|-----------------|---|--|
| Common Stock, par value \$0.01 per share | ^ | ^ | ^ | ^ | ^ | ^ | ^ | 36,629,163.8593 | I | GRAT ⁽¹⁾ <u>(3)</u> Held indirectly through Hercules Holding II by Frisco, Inc. <u>(1)</u> <u>(5)</u> |
|---|---|---|---|---|---|---|---|-----------------|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIST THOMAS F JR 3100 WEST END AVENUE NASHVILLE, TN 37203 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

02/14/2019

**Signature of Reporting Person

Date

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).

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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.

The Reporting Person directly owns 72,561.6299 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. The Reporting Person may also be deemed to

(2) have indirect beneficial ownership in respect of 205,471.4898 units of Hercules through an 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 is trustee of (i) Thomas F. Frist GST Tax Exempt Trust, (ii) Patricia Champion Frist 2017 Grantor Retained Annuity Trust and (iii) Patricia Champion Frist May 2018 Grantor Retained Annuity Trust and may be deemed to be the beneficial owner

(3) 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's spouse is trustee of Patricia Champion Frist May 2017 Grantor Retained Annuity Trust, and the Reporting Person

(4) may therefore be deemed to be the beneficial owner of the units of Hercules held by this trust 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

(5) 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 provided 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.