

FRIST THOMAS F III

Form 5

February 14, 2019

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

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

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

**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)  (A) or Amount (D) Price	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 Beneficial Ownership (Instr. 4)
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Common  
Stock, par  
value  
\$0.01 per  
share

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3,902

D

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Common  
Stock, par  
value  
\$0.01 per  
share

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35,429.4314

I

Held  
indirectly  
through  
Hercules  
Holding  
II (1) (2)

Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	3,461,603.6172	I	Held indirectly through Hercules Holding II by Thomas F. Frist III 2018 Annuity Trust I <u>(1)</u> <u>(3)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	9,496.54	I	Held indirectly through Hercules Holding II by Spouse <u>(1)</u> <u>(4)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	1,033,528.4872	I	Held indirectly through Hercules Holding II by Thomas F. Frist III 2007 Family Trust <u>(1)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	69,570.4085	I	Held indirectly through Hercules Holding II by Thomas F. Frist III 2011 Family Trust <u>(1)</u> <u>(5)</u>
Common Stock, par value \$0.01 per	Â	Â	Â	Â	Â	Â	28,489.62	I	Held indirectly through Hercules

share

Holding  
II by  
Trusts for  
Children  
(1) (6)

Common  
Stock, par  
value  
\$0.01 per  
share

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2,348,330.3574 I

Held  
indirectly  
through  
Hercules  
Holding  
II by  
Trusts for  
Children  
(1) (6)

Common  
Stock, par  
value  
\$0.01 per  
share

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36,629,163.8593 I

Held  
indirectly  
through  
Hercules  
Holding  
II by  
Frisco,  
Inc. (1) (7)

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.**

SEC 2270  
(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. Amount of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

FRIST THOMAS F III  
3100 WEST END AVENUE  
NASHVILLE, TN 37203

Â X Â X Â 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).

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 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.

(1) The Reporting Person directly owns 35,429,431 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 is trustee of The Thomas F. Frist III 2018 Annuity Trust I and may be deemed to be the beneficial owner of the units of Hercules held by such trust and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.

(2) The Reporting Person may be deemed to have an indirect beneficial ownership in respect of 9,496.54 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's spouse is trustee of (i) The Thomas F. Frist III 2007 Family Trust and (ii) Thomas F. Frist III 2011 Family Trust, 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.

(3) 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 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.

(4) 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 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.