

Hilton Worldwide Holdings Inc.
Form 3
December 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Hilton Hotels Holdings LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P., Â 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10154</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/12/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Hilton Worldwide Holdings Inc. [HLT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	729,584,173	I	(See Footnotes) <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	22,908,571	I	(See Footnotes) <u>(2)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	5,193,203	I	(See Footnotes) <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilton Hotels Holdings LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
Blackstone A23 Holdings LLC C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
BH Hotels Holdco LLC C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
CT OPI Cayman Corp., LTD C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
CT Opportunity Partners I LP C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
CT OPI GP, LLC C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
CT Investment Management Co., LLC C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
Huskies Acquisition LLC C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE	^	^ X	^	^

NEW YORK, NY 10154

Signatures

HILTON HOTELS HOLDINGS LLC, By: BH Hotels Holdco LLC, its sole member, By: Blackstone Real Estate Partners VI LP, its managing member, By: Blackstone Real Estate Associates VI LP, its GP, By: BREA VI LLC, its GP, By: /s/John G. Finley, John G. Finley, CLO	12/12/2013
**Signature of Reporting Person	Date
BLACKSTONE A23 HOLDINGS LLC, By: Blackstone Real Estate Partners VI L.P., its managing member, By: Blackstone Real Estate Associates VI LP, its GP, By: BREA VI LLC, its GP, By: /s/John G. Finley, John G. Finley, CLO	12/12/2013
**Signature of Reporting Person	Date
BH HOTELS HOLDCO LLC, By: Blackstone Real Estate Partners VI L.P., its managing member, By: Blackstone Real Estate Associates VI L.P, its general partner, By: BREA VI LLC, its GP, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	12/12/2013
**Signature of Reporting Person	Date
CT OPI CAYMAN CORP., LTD, By: CT Opportunity Partners I, LP, its sole member, By: CT OPI GP, LLC, its general partner, By: CT Investment Management Co. LLC, its sole member, By: /s/Thomas C. Ruffing, Name: Thomas C. Ruffing, Title: Chief Credit Officer	12/12/2013
**Signature of Reporting Person	Date
CT OPPORTUNITY PARTNERS I, LP, By: CT OPI GP, LLC, its general partner, By: CT Investment Management Co. LLC, its sole member, By: /s/Thomas C. Ruffing, Name: Thomas C. Ruffing, Title: Chief Credit Officer	12/12/2013
**Signature of Reporting Person	Date
CT OPI GP, LLC, By: CT Investment Management Co. LLC, its sole member, By: /s/ Thomas C. Ruffing, Name: Thomas C. Ruffing, Title: Chief Credit Officer	12/12/2013
**Signature of Reporting Person	Date
CT INVESTMENT MANAGEMENT CO. LLC, By: /s/ Thomas C. Ruffing, Name: Thomas C. Ruffing, Title: Chief Credit Officer	12/12/2013
**Signature of Reporting Person	Date
HUSKIES ACQUISITION LLC, By: /s/ Randall Rothschild, Name: Randall Rothschild, Title: Authorized Signatory	12/12/2013
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Reflects shares of Common Stock (the "Common Stock"), par value \$0.01 per share, of Hilton Worldwide Holdings Inc. (the "Issuer") directly held by Hilton Hotels Holdings LLC.
- (2) Reflects shares of Common Stock directly held by Blackstone A23 Holdings LLC.
- (3) Reflects shares of Common Stock indirectly held through its non-managing member interests in Hilton Global Holdings LLC by CT OPI Cayman Corp., LTD, a debt-focused investment vehicle controlled by affiliates of Blackstone. Hilton Hotels Holdings LLC is the managing member of Hilton Global Holdings LLC. Pursuant to an underwriting agreement, Hilton Global Holdings LLC has agreed to sell, or granted an option to purchase, such shares.
- (4)

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The sole stockholder of CT OPI Cayman Corp., LTD is CT Opportunity Partners I, LP. The general partner of CT Opportunity Partners I, LP is CT OPI GP, LLC. The managing member of CT OPI GP, LLC is CT Investment Management Co. LLC. The sole member of CT Investment Management Co. LLC is Huskies Acquisition LLC. The sole member of Huskies Acquisition LLC is Blackstone Holdings I L.P. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc.

(5) The sole member of Hilton Hotels Holdings LLC is BH Hotels Holdco LLC ("BH Hotels"). The managing members of each of BH Hotels and Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C. is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.

(6) The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Steven A. Schwarzman.

(7) Due to the limitations of the electronic filing system, Blackstone Holdings I L.P., Blackstone Holdings I/II GP Inc., Blackstone Real Estate Partners VI L.P., Blackstone Capital Partners V L.P., Blackstone Management Associates V L.L.C., BMA V L.L.C., Blackstone Real Estate Associates VI L.P., BREA VI L.L.C., Blackstone Holdings III L.P., Blackstone Holdings III GP L.P., Blackstone Holdings III GP Management L.L.C., The Blackstone Group L.P., Blackstone Group Management L.L.C., and Mr. Schwarzman are filing separate Forms 3.

(8) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(9) Each of the Reporting Persons (other than each of Hilton Hotels Holdings LLC and Blackstone A23 Holdings LLC (the "Blackstone Funds") to the extent they directly hold securities reported herein and CT OPI Cayman Corp., LTD to the extent of its pecuniary interest in shares held by Hilton Global Holdings LLC), disclaims beneficial ownership of the securities held by each of the Blackstone Funds and CT OPI Cayman Corp., LTD, except to the extent of such Reporting Person's pecuniary interest therein,

(10) (Continued from Footnote 9) and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the Blackstone Funds to the extent they directly hold securities reported herein and CT OPI Cayman Corp., LTD to the extent of its pecuniary interest in shares held by Hilton Global Holdings LLC) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

(11) The number of shares of Common Stock reflects the 9,205,128-for-1 forward stock split to be effected immediately prior to the closing of the initial public offering by the Issuer.

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

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