

Hilton Worldwide Holdings Inc.
Form 4
July 01, 2014

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 *
Blackstone Holdings III L.P.

2. Issuer Name and Ticker or Trading Symbol
Hilton Worldwide Holdings Inc.
[HLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2014

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

NEW YORK, NY 10154

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	(A) or (D)	Price
Common Stock	06/27/2014		S		100,349,090	D	\$ 21.9375 (1)
							629,235,083
							I
							See Footnotes (2) (10) (11) (12) (13) (14)
Common Stock	06/27/2014		S		3,150,910	D	\$ 21.9375 (1)
							19,757,661
							I
							See Footnotes (3) (10) (11) (12) (13) (14)
Common Stock	06/30/2014		J(4)(5)		59,105,908	D	(4) (5)
							569,104,195
							I
							See Footnotes (10) (11) (12)

								(13) (14)
								See
Common Stock					1,024,980 ⁽⁴⁾ <u>(5)</u>	I		Footnotes <u>(6) (10) (11)</u> <u>(12) (13) (14)</u>
Common Stock					337,022 ⁽⁴⁾ <u>(5)</u>	I		See Footnotes <u>(7) (10) (11)</u> <u>(12) (13) (14)</u>
Common Stock					56,769,077 <u>(4) (5)</u>	I		See Footnotes <u>(8) (10) (11)</u> <u>(12) (13) (14)</u>
Common Stock					1,999,809 ⁽⁴⁾ <u>(5)</u>	I		See Footnotes <u>(9) (10) (11)</u> <u>(12) (13) (14)</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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Blackstone Holdings III L.P.
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III GP L.P. X
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III GP Management L.L.C. X
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Group L.P. X
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Group Management L.L.C. X
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

SCHWARZMAN STEPHEN A X
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

Signatures

BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/01/2014
 Date
 **Signature of Reporting Person

BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/01/2014
 Date
 **Signature of Reporting Person

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/01/2014
 Date
 **Signature of Reporting Person

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/01/2014
 Date
 **Signature of Reporting Person

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/01/2014
 Date
 **Signature of Reporting Person

STEPHEN A. SCHWARZMAN, /s/ Stephen A. Schwarzman, Name: Stephen A. Schwarzman 07/01/2014

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).
- (1) This amount represents the \$22.50 public offering price per share of Common Stock, par value \$0.01 per share ("Common Stock"), of Hilton Worldwide Holdings Inc. (the "Issuer"), less the underwriting discount of \$0.5625 per share of Common Stock.
- Reflects shares of Common Stock directly held by HLT Holdco LLC (formerly known as Hilton Hotels Holdings LLC). The sole member of HLT Holdco LLC is BH Hotels Holdco LLC ("BH Hotels"). Following the Reorganization described in footnote (4) below, a portion of such shares of Common Stock are directly held by HLT Holdco II LLC, HLT Holdco III LLC and the Reorganization Funds.
- (2) Reflects shares of Common Stock directly held by Blackstone A23 Holdings LLC.
- Pursuant to a reorganization (the "Reorganization"), a portion of shares of Common Stock that were previously directly held by HLT Holdco LLC were transferred to HLT BREH Intl II Holdco LLC, HLT BREP VI.TE.2 Holdco LLC and HLT BREH VI Holdco LLC (the "Reorganization Funds"), each an indirect subsidiary of Blackstone Holdings III L.P. Also pursuant to the Reorganization, HLT Holdco LLC contributed a portion of additional shares of Common Stock then held by it to a wholly-owned entity, HLT Holdco II LLC, which then further contributed a portion of such shares of Common Stock to HLT Holdco III LLC, an entity wholly-owned by HLT Holdco II LLC. After the Reorganization, HLT Holdco LLC directly holds 1,024,980 shares of Common Stock and indirectly beneficially owns 569,104,195 shares of Common Stock through its interests in HLT Holdco II LLC and HLT Holdco III LLC.
- (3) (Continued from Footnote 4) The sole member of HLT Holdco LLC is BH Hotels. HLT Holdco II LLC, HLT Holdco III LLC, the Reorganization Funds and certain affiliates of The Blackstone Group L.P. that may be deemed to beneficially own all or a portion of the shares beneficially owned by the Reorganization Funds are filing separate Forms 3.
- (4) Reflects shares of Common Stock directly held by HLT Holdco LLC after the Reorganization.
- Reflects shares of Common Stock indirectly beneficially owned by Blackstone Holdings III L.P. through its interests in HLT BREH Intl II Holdco LLC following the Reorganization. Such shares of Common Stock were previously indirectly beneficially owned by Blackstone Holdings III L.P. through its indirect interest in HLT Holdco LLC.
- (5) Reflects shares of Common Stock indirectly beneficially owned by Blackstone Real Estate Associates VI L.P. through its interests in HLT BREP VI.TE.2 Holdco LLC following the Reorganization. Such shares of Common Stock were previously indirectly beneficially owned by Blackstone Real Estate Associates VI L.P. through its indirect interest in HLT Holdco LLC.
- (6) Reflects shares of Common Stock indirectly beneficially owned by Blackstone Holdings III L.P. through its interests in the HLT BREH VI Holdco LLC following the Reorganization. Such shares of Common Stock were previously indirectly beneficially owned by Blackstone Holdings III L.P. through its indirect interest in HLT Holdco LLC.
- (7) 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 sole member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.
- (8) 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.
- (9) Due to the limitations of the electronic filing system HLT Holdco LLC, Blackstone A23 Holdings LLC, BH Hotels, Blackstone Real Estate Partners VI L.P., Blackstone Real Estate Associates VI L.P., BREA VI L.L.C., Blackstone Capital Partners V L.P., Blackstone Management Associates V L.L.C. and BMA V L.L.C. are filing a separate Form 4.
- (10) 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.
- (11) Each of the Reporting Persons (other than each of HLT Holdco LLC and Blackstone A23 Holdings LLC to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by each of HLT Holdco II LLC, HLT Holdco III LLC, HLT BREH Intl II Holdco LLC, HLT BREP VI.TE.2 Holdco LLC and HLT BREH VI Holdco LLC, HLT Holdco LLC and Blackstone A23 Holdings LLC, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than HLT Holdco LLC and Blackstone A23 Holdings LLC to the extent they directly hold securities reported herein) 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.
- (12) (13)

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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