

Hilton Worldwide Holdings Inc.
Form 3
July 01, 2014

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)

1. Name and Address of Reporting Person *

Blackstone Real Estate International II-Q GP L.L.C.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP, L.P., 345 PARK AVENUE,

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/30/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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 | 383,603,683 ⁽¹⁾ | I | See Footnotes ^{(2) (4) (8) (9) (10) (11) (12)} |
| Common Stock | 185,500,512 ⁽¹⁾ | I | See Footnotes ^{(3) (4) (8) (9) (10) (11) (12)} |
| Common Stock | 337,022 ⁽¹⁾ | I | See Footnotes ^{(5) (8) (9) (10) (11) (12)} |
| Common Stock | 56,769,077 ⁽¹⁾ | I | See Footnotes ^{(6) (8) (9) (10) (11) (12)} |
| Common Stock | 1,999,809 ⁽¹⁾ | I | See Footnotes ^{(7) (8) (9) (10) (11) (12)} |

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

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

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 |
| Blackstone Real Estate International II-Q GP L.L.C. C/O THE BLACKSTONE GROUP, L.P. 345 PARK AVENUE, NEW YORK, NY 10154 | Â | Â X | Â | Â |
| HLT BREP VI.TE.2 Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BLACKSTONE REAL ESTATE PARTNERS VI TE 2 L P C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154 | Â | Â X | Â | Â |
| HLT BREH Intl II Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154 | Â | Â X | Â | Â |
| HLT BREH Intl II Holdings Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Real Estate Holdings International II-Q L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Real Estate International II-Q GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| HLT BREP VI.TE.2 Holdco LLC, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 07/01/2014 |
| __Signature of Reporting Person | Date |
| Blackstone Real Estate Partners VI.TE.2 L.P., By: Blackstone Real Estate Associates VI L.P., its general partner, By: BREA VI L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 07/01/2014 |
| __Signature of Reporting Person | Date |
| HLT BREH Intl II Holdco LLC, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 07/01/2014 |
| __Signature of Reporting Person | Date |
| HLT BREH Intl II Holdings Holdco LLC, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 07/01/2014 |
| __Signature of Reporting Person | Date |
| Blackstone Real Estate Holdings International II-Q L.P., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 07/01/2014 |
| __Signature of Reporting Person | Date |
| Blackstone Real Estate International II-Q GP L.P., By: Blackstone Real Estate International II-Q GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 07/01/2014 |
| __Signature of Reporting Person | Date |
| Blackstone Real Estate International II-Q GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 07/01/2014 |
| __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) Pursuant to a reorganization (the "Reorganization"), a portion of shares of Common Stock (the "Common Stock"), par value \$0.01 per share, of Hilton Worldwide Holdings Inc. (the "Issuer") that were previously directly held by HLT Holdco LLC (formerly known as Hilton Hotels Holdings LLC) were transferred to HLT BREH Intl II Holdco LLC, HLT BREP VI.TE.2 Holdco LLC and HLT BREH VI Holdco LLC, 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.
 - (2) Reflects shares of Common Stock directly held by HLT Holdco III LLC. The sole member of HLT Holdco III LLC is HLT Holdco II LLC.
 - (3) Reflects shares of Common Stock directly held by HLT Holdco II LLC.

The sole member of HLT Holdco II LLC is HLT Holdco LLC. The sole member of HLT Holdco LLC is BH Hotels Holdco LLC ("BH Hotels"). The managing members of BH Hotels 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.
 - (5) Reflects shares of Common Stock directly held by HLT BREH Intl II Holdco LLC. The sole member of HLT BREH Intl II Holdco LLC is HLT BREH Intl II Holdings Holdco LLC. The controlling member of HLT BREH Intl II Holdings Holdco LLC is Blackstone Real Estate Holdings International II-Q L.P. The general partner of Blackstone Real Estate Holdings International II-Q L.P. is Blackstone Real Estate International II-Q GP L.P. The general partner of Blackstone Real Estate International II-Q GP L.P. is Blackstone Real

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Estate International II-Q GP L.L.C. The sole member of Blackstone Real Estate International II-Q GP L.L.C. is Blackstone Holdings III L.P.

- (6) Reflects shares of Common Stock directly held by HLT BREP VI.TE.2 Holdco LLC. The sole member of HLT BREP VI.TE.2 Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 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 BREA VI L.L.C. is Blackstone Holdings III L.P.

- (7) Reflects shares of Common Stock directly held by HLT BREH VI Holdco LLC. The sole member of HLT BREH VI Holdco LLC is HLT BREH VI Holdings Holdco LLC. The controlling member of HLT BREH VI Holdings Holdco LLC is Blackstone Real Estate Holdings VI L.P. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP 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 III LLC, HLT Holdco II LLC, BREP VI Side-by-Side GP L.L.C., HLT BREH VI Holdco LLC, HLT BREH VI Holdings Holdco LLC and Blackstone Real Estate Holdings VI L.P. are filing a separate Form 3.

- (10) Each of HLT Holdco LLC, BH Hotels, Blackstone Capital Partners V L.P., Blackstone Real Estate Partners VI 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 have filed separate Forms 4.

- (11) 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.

- (12) Each of the Reporting Persons (other than 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 (the "Blackstone Funds") to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by each of the Blackstone Funds, 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 each of the Blackstone Funds 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.

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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