

Frist William R
 Form 5
 February 14, 2018

FORM 5

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).
 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 William R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

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

3100 WEST END AVENUE

(Street)

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	05/22/2017		G	9,366.67 A \$ 0	9,366.67	I	Held indirectly through Hercules Holding II by William Frist May 2017 GRAT ⁽¹⁾ ₍₂₎
					2,168 ⁽³⁾	D	

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Common Stock, par value \$0.01 per share									
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	3,911,150.4071	I	Held indirectly through Hercules Holding II by Trusts for Children ⁽¹⁾ <u>(4)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	24,731	I	Held indirectly through Hercules Holding II by The William Frist February 2016 GRAT ⁽¹⁾ <u>(5)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	1,225,739.6894	I	Held indirectly through Hercules Holding II by WRF 2015, LLC ⁽¹⁾ <u>(6)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	148,512.7145	I	Held indirectly by WRF 2015 II, LLC ⁽¹⁾ <u>(7)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	5,221,250.2684	I	Held indirectly through Hercules Holding II by The William R. Frist 2010 Family

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Common Stock, par value \$0.01 per share	^	^	^	^	^	^	1,065.745	I	Trust ⁽¹⁾ ⁽⁸⁾ Held indirectly through Hercules Holding II ⁽¹⁾ ⁽⁹⁾
Common Stock, par value \$0.01 per share	^	^	^	^	^	^	200,644.4012	I	Held indirectly through Hercules Holding II by WRF 2015 IV, LLC ⁽¹⁾ ⁽⁶⁾
Common Stock, par value \$0.01 per share	^	^	^	^	^	^	82,283.825	I	Held indirectly by Spouse and Children ⁽¹⁾ ⁽⁹⁾
Common Stock, par value \$0.01 per share	^	^	^	^	^	^	1,208,506.7937	I	Held indirectly by William R. Frist Family Partnership ⁽¹⁾ ⁽⁸⁾
Common Stock, par value \$0.01 per share	^	^	^	^	^	^	941,291	I	Held indirectly through Hercules Holding II by The William Frist May 2016 Hercules GRAT ⁽¹⁾ ⁽⁵⁾
Common Stock, par value \$0.01 per share	^	^	^	^	^	^	49,252.5988	I	Held indirectly through Hercules Holding II by The William

Common Stock, par value \$0.01 per share	^	^	^	^	^	^	941,573	I	Frist November 2016 GRAT #2 (1) (5) Held indirectly through Hercules Holding II by The William Frist February 2017 GRAT #1 (1) (5) Held indirectly through Hercules Holding II by The William Frist August 2017 GRAT (1) (5) Held indirectly through Hercules Holding II by Frisco, Inc. (1) (10)
Common Stock, par value \$0.01 per share	^	^	^	^	^	^	780,478	I	
Common Stock, par value \$0.01 per share	^	^	^	^	^	^	36,629,163.8593	I	

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

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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	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
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frist William R 3100 WEST END AVENUE NASHVILLE, TN 37203	X	X		

Signatures

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

02/14/2018

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).
 - (1) Hercules Holding II ("Hercules") holds 68,912,077 shares of the 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.
 - (2) The Reporting Person received a gift of 9,366.67 units of Hercules on May 22, 2017, which were subsequently transferred to The William Frist May 2017 GRAT, of which he serves as trustee. Following receipt of this gift, the Reporting Person may be deemed 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.
 - (3) Includes common stock underlying 2,112 restricted share units granted to the Reporting Person on May 3, 2017 which shall vest on the sooner of the date of the 2018 annual shareholders' meeting of HCA Healthcare, Inc. or the first anniversary of the grant date. Vested shares will be delivered to the Reporting Person on the date the Reporting Person ceases to be a member of the Board of Directors of HCA Healthcare, Inc.
 - (4) The Reporting Person's spouse is the trustee of six trusts for the benefit of the Reporting Person's children, and the Reporting Person may, accordingly, 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.
 - (5) The Reporting Person is trustee of (i) The William Frist February 2016 GRAT, (ii) The William Frist May 2016 Hercules GRAT, (iii) The William Frist February 2017 GRAT #1, (iv) The William Frist May 2017 GRAT, (v) The William Frist November 2016 GRAT #2 and (vi) The William Frist August 2017 GRAT and may be deemed to be the beneficial owner 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.
 - (6) The Reporting Person is an officer and a managing member of WRF 2015, LLC and WRF 2015 IV, LLC and may be deemed to be the beneficial owner of the units of Hercules held by these entities and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.
 - (7)

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The Reporting Person is an officer and a managing member of WRF 2015 II, LLC and may be deemed to be the beneficial owner of the 135,889.7145 units of Hercules and the 12,623 shares of common stock of HCA Healthcare, Inc. held by such entity.

- (8) The Reporting Person may be deemed the beneficial owner of the 60,678 shares of common stock of HCA Healthcare, Inc. and the 1,147,828.7937 units of Hercules held by the William R. Frist Family Partnership, of which his spouse serves as trustee, and the 328,229 shares of common stock of HCA Healthcare, Inc. and the 4,893,021.2684 units of Hercules held by The William R. Frist 2010 Family Trust, of which he serves as trustee.

- (9) The Reporting Person directly owns 1,065.745 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 have indirect beneficial ownership in respect of 4,128 shares of common stock of HCA Healthcare, Inc. and 78,155.825 units of Hercules, through an indirect pecuniary interest in such shares and units held by his children and spouse, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Healthcare, Inc.

- (10) 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.