

HCA Holdings, Inc.
Form S-8
May 03, 2011

As Filed With the Securities and Exchange Commission
On May 2, 2011

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
HCA HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

27-3865930
(I.R.S. Employer Identification No.)

**One Park Plaza
Nashville, Tennessee**

37203
(Zip Code)

(Address of Principal Executive Offices)

**HCA-Hospital Corporation of America Nonqualified Initial Option Plan
HCA Inc. 2000 Equity Incentive Plan
HCA 2005 Equity Incentive Plan**

(Full title of the plan)

**John M. Franck II, Esq.
Vice President Legal and Corporate Secretary
HCA Holdings, Inc.
One Park Plaza
Nashville, Tennessee 37203
(615) 344-9551**

(Name, Address, and Telephone Number of Registrant's agent for service)

Copy to:

**J. Page Davidson, Esq.
Ryan D. Thomas, Esq.
Bass, Berry & Sims PLC
150 Third Avenue South, Suite 2800
Nashville, Tennessee 37201
(615) 742-6200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value | 202,725 | \$ 0.0305 | \$6,183.11 | \$0.72 |
| Common Stock, \$0.01 par value | 3,247,726 | \$ 2.8302 | \$9,191,714.13 | \$1,067.16 |
| Common Stock, \$0.01 par value | 685,146 | \$ 2.8302 | \$1,939,100.21 | \$225.13 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. Pursuant to Rule 416(c), also includes an indeterminate number of participation interests to be offered or sold pursuant to the plan described herein.
- (2) Computed pursuant to Rule 457(h) of the Securities Act solely for the purpose of determining the amount of the registration fee, based upon the weighted average exercise price for the 4,135,597 shares subject to outstanding options granted pursuant to the Registrant's HCA-Hospital Corporation of America Nonqualified Initial Option Plan, HCA Inc. 2000 Equity Incentive Plan and HCA 2005 Equity Incentive Plan.
- (3) Determined by multiplying \$11,136,997.45 by 0.0001161.
- (4) Consists of up to 202,725 shares of the Registrant's common stock issued or issuable pursuant to the HCA-Hospital Corporation of America Nonqualified Initial Option Plan.
- (5) Consists of up to 3,247,726 shares of the Registrant's common stock issued or issuable pursuant to the HCA Inc. 2000 Equity Incentive Plan.
- (6) Consists of up to 685,146 shares of the Registrant's common stock issued or issuable pursuant to the HCA 2005 Equity Incentive Plan.
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PART I

Information Required in the Section 10(a) Prospectus

The Registrant has sent or given or will send or give documents containing the information specified by Part I of this Form S-8 Registration Statement (the Registration Statement) to participants in the plans to which this Registration Statement relates, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the SEC) under the Securities Act. The Registrant is not filing such documents with the SEC, but these documents constitute (along with the documents incorporated by reference into the Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC, pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are hereby incorporated by reference and shall be deemed to be a part hereof from the date of filing of such document:

- (1) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 filed with the SEC on February 17, 2011.
- (2) The Registrant's Current Reports on Form 8-K filed with the SEC on February 11, 2011, March 16, 2011 and April 5, 2011.
- (3) The description of the Registrant's Common Stock, par value \$0.01 per share, contained in the Registrant's Registration Statement on Form 8-A, filed with the SEC on March 7, 2011, and including all other amendments and reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits, is not incorporated by reference in this Registration Statement or the related prospectus.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the General Corporation Law of the State of Delaware (the "DGCL") grants each corporation organized thereunder the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the DGCL grants each corporation organized thereunder the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made pursuant to Section 145(b) of the DGCL in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation, or an amendment thereto, to eliminate or limit the personal liability of a director to the corporation or its stockholders of monetary damages for violations of the director's fiduciary duty of care as a director, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit.

The Registrant's certificate of incorporation and bylaws indemnify the directors and officers to the full extent of the DGCL and also allow the Board of Directors to indemnify all other employees. Such right of indemnification is not exclusive of any right to which such officer or director may be entitled as a matter of law and shall extend and apply to the estates of deceased officers and directors.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

4.1 Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Amendment No. 2 to Registration Statement on Form S-1 (file number 333-171369) filed with the SEC on March 9, 2011, and incorporated herein by reference).

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- 4.2 Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.2 to the Registrant's Amendment No. 2 to Registration Statement on Form S-1 (file number 333-171369) filed with the SEC on March 9, 2011, and incorporated herein by reference).
 - 4.3 HCA-Hospital Corporation of America Nonqualified Initial Option Plan (filed as Exhibit 4.6 to the Registrant's Registration Statement on Form S-3 (file number 33-52379) filed with the SEC on February 23, 1994, and incorporated herein by reference).
 - 4.4 HCA Inc. 2000 Equity Incentive Plan (filed as Exhibit A to the Company's Proxy Statement for the Annual Meeting of Stockholders on May 25, 2000, and incorporated herein by reference).
 - 4.5 HCA 2005 Equity Incentive Plan (filed as Exhibit B to the Company's Proxy Statement for the Annual Meeting of Shareholders on May 26, 2005, and incorporated herein by reference).
 - 4.6 Specimen Certificate for shares of Common Stock, par value \$0.01 per share, of the Registrant (filed as Exhibit 4.1 to the Registrant's Amendment No. 2 to Registration Statement on Form S-1 (file number 333-171369) filed with the SEC on March 9, 2011, and incorporated herein by reference).
 - 5.1 Opinion of Bass, Berry & Sims PLC.
 - 23.1 Consent of Ernst & Young LLP, independent registered public accounting firm.
 - 23.2 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).
 - 24.1 Power of Attorney (included on the signature pages hereof).
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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on this 2nd day of May, 2011.

HCA HOLDINGS, INC.

By: /s/ R. Milton Johnson

R. Milton Johnson

President and Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints Richard M. Bracken, R. Milton Johnson, David G. Anderson and John M. Franck II, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

| Signature | Title | Date |
|---|--|-------------|
| /s/ Richard M. Bracken Richard M. Bracken | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | May 2, 2011 |
| /s/ R. Milton Johnson R. Milton Johnson | President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) | May 2, 2011 |
| /s/ Christopher J. Birosak Christopher J. Birosak | Director | May 2, 2011 |
| /s/ John P. Connaughton John P. Connaughton | Director | May 2, 2011 |
| /s/ James D. Forbes James D. Forbes | Director | May 2, 2011 |
| /s/ Kenneth W. Freeman Kenneth W. Freeman | Director | May 2, 2011 |

| Signature | Title | Date |
|---|--------------|-------------|
| /s/ Thomas F. Frist III Thomas F. Frist III | Director | May 2, 2011 |
| /s/ William R. Frist William R. Frist | Director | May 2, 2011 |
| /s/ Christopher R. Gordon Christopher R. Gordon | Director | May 2, 2011 |
| /s/ Jay O. Light Jay O. Light | Director | May 2, 2011 |
| /s/ Geoffrey G. Meyers Geoffrey G. Meyers | Director | May 2, 2011 |
| /s/ Michael W. Michelson Michael W. Michelson | Director | May 2, 2011 |
| /s/ James C. Momtazee James C. Momtazee | Director | May 2, 2011 |
| /s/ Stephen G. Pagliuca Stephen G. Pagliuca | Director | May 2, 2011 |
| /s/ Nathan C. Thorne Nathan C. Thorne | Director | May 2, 2011 |

EXHIBIT INDEX

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