

HCA INC/TN
Form 8-K
April 27, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): April 27, 2009 (April 22, 2009)**

HCA INC.

(Exact name of registrant as specified in charter)

Delaware 001-11239 75-2497104

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

One Park Plaza, Nashville, Tennessee 37203

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (615) 344-9551

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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TABLE OF CONTENTS

Item 2.02. Results of Operations and Financial Condition

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Item 7.01. Regulation FD Disclosure

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EX-99.1

Table of Contents

Item 2.02. Results of Operations and Financial Condition

On April 27, 2009, HCA Inc. (the Company) issued a press release announcing, among other matters, its results of operations for the first quarter ended March 31, 2009, the text of which is set forth as Exhibit 99.1.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of George A. Bitar from the Company s Board of Directors

On April 22, 2009, George A. Bitar notified the Board of Directors of the Company of his intention to resign from the Company s Board of Directors, effective immediately.

Appointment of James D. Forbes to the Company s Board of Directors

In connection with the resignation of Mr. Bitar from the Company s Board of Directors discussed above, on April 22, 2009, the Company s Board of Directors appointed James D. Forbes to serve as a member of the Company s Board of Directors effective immediately. Mr. Forbes will serve on the Company s Compensation Committee.

Mr. Forbes has been Head of Bank of America s Global Principal Investments Division since March 2009. From November 2008 to March 2009, Mr. Forbes served as Head of Asia Pacific Corporate and Investment Banking based in Hong Kong. From August 2002 to November 2008, he served as Global Head of Healthcare Investment Banking at Merrill Lynch. Before joining Merrill Lynch in 1995, Mr. Forbes worked at CS First Boston where he was part of Debt Capital Markets.

Mr. Forbes was appointed as a director to fill the vacancy created by Mr. Bitar s resignation pursuant to the Amended and Restated Limited Liability Company Agreement of Hercules Holding II, LLC (HHII LLC), which gives Merrill Lynch Global Private Equity the right to designate three managers of HHII LLC to also serve on the Company s Board of Directors.

The information required by Item 5.02(d)(4) of Form 8-K regarding certain relationships of the Company with Merrill Lynch Global Private Equity is contained in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed with the SEC on March 4, 2009 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure

On April 27, 2009, the Company issued a press release announcing, among other matters, its results of operations for the first quarter ended March 31, 2009, the text of which is set forth as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d)

Exhibit

Number Exhibit Title

99.1 Press Release dated April 27, 2009

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HCA INC.

By: /s/ R. Milton Johnson

Name R. Milton Johnson

Title: Executive Vice President and Chief
Financial Officer

Date: April 27, 2009