HCA INC/TN Form 3 April 29, 2008

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 *

À Gordon Christopher R

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/29/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

HCA INC/TN [HCA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O BAIN CAPITAL INVESTORS, LLC, 111 **HUNTINGTON AVENUE**

(Street)

10% Owner _X_ Director Officer

(Check all applicable)

Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

BOSTON. MAÂ 02199

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

Common stock, par value \$0.01 per share 816,910 Ι See Footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Price of Derivative Derivative Security:

1

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gordon Christopher R C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MAÂ 02199

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Signatures

/s/ Christopher R. 04/29/2008 Gordon

**Signature of Reporting 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).
- The shares of common stock of HCA Inc. reported on this Form 3 are held of record by Hercules Holding II, LLC. Hercules Holding II, LLC is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. LLC and Merrill Lynch Global Private Equity, and affiliates of HCA, Inc. founder Dr. Thomas F. Frist, Jr. Affiliates of Bain Capital Investors, LLC indirectly own 23,373,332 shares of common stock of HCA Inc. Please see Footnotes (2), (3) and (4).
 - Mr. Gordon is a general partner of BCIP Associates III ("BCIP III"), the manager and sole member of BCIP Associates III, LLC ("BCIP III LLC"). As a member of Bain Capital Integral Investors 2006, LLC ("Integral 2006"), BCIP III LLC indirectly owns 706,906 shares of Common Stock of HCA Inc. by virtue of Integral 2006's membership in Hercules Holding II, LLC ("Holdings"). By virtue of these relationships. Mr. Gordon may be deemed to share voting and dispositive power with respect to the 706,006 shares of Common Stock of
- relationships, Mr. Gordon may be deemed to share voting and dispositive power with respect to the 706,906 shares of Common Stock of HCA Inc. indirectly owned by BCIP III LLC. Mr. Gordon disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
 - Mr. Gordon is a general partner of BCIP Trust Associates III ("BCIP Trust III"), the manager and sole member of BCIP T Associates III, LLC ("BCIP T III LLC"). As a member of BCIP TCV, LLC ("BCIP TCV"), BCIP T III LLC indirectly owns 110,004 shares of Common
- (3) Stock of HCA Inc. via BCIP TCV's membership in Holdings. By virtue of these relationships, Mr. Gordon may be deemed to share voting and dispositive power with respect to the 110,004 shares of Common Stock of HCA Inc. indirectly owned by BCIP T III LLC. Mr. Gordon disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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