

HCA Holdings, Inc.
Form 8-K
October 22, 2012
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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): October 22, 2012 (October 16, 2012)

HCA HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction)

001-11239
(Commission)

27-3865930
(I.R.S. Employer)

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(State of Incorporation)

(File Number)

(Identification No.)

One Park Plaza, Nashville,

Tennessee

(Address of Principal Executive Offices)

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

37203

(Zip Code)

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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Item 1.01 Entry into a Material Definitive Agreement.

On October 16, 2012, HCA Holdings, Inc. (the Registrant or the Parent Guarantor), HCA Inc., a wholly-owned subsidiary of the Registrant (the Issuer), and certain subsidiary guarantors of the Issuer entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC as representatives of the several underwriters named therein, for the issuance and sale by the Issuer of (i) \$1,250,000,000 aggregate principal amount of 5.875% Senior Notes due 2023 (the Unsecured Notes), guaranteed on a senior unsecured basis by the Parent Guarantor, and (ii) \$1,250,000,000 aggregate principal amount of 4.75% Senior Secured Notes due 2023 (the Secured Notes and, together with the Unsecured Notes, the Notes), guaranteed on a senior unsecured basis by the Parent Guarantor and on a senior secured basis by certain of the Issuer's subsidiaries, pursuant to the Registrant's Registration Statement on Form S-3 (File No. 333-175791), filed on July 26, 2011, as supplemented by the prospectus supplement dated October 16, 2012.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The information provided in Item 1.01 of this report is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

- 1.1 Underwriting Agreement, dated as of October 16, 2012, among HCA Inc., HCA Holdings, Inc., the subsidiary guarantors named therein and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC as representatives of the other several underwriters named therein.

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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 HOLDINGS, INC.

(Registrant)

By: /s/ David G. Anderson
David G. Anderson
Senior Vice President - Finance and Treasurer

Date: October 22, 2012

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INDEX TO EXHIBITS

| Exhibit No. | Description |
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