

Hilton Worldwide Holdings Inc.  
Form SC 13G/A  
February 16, 2016

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 4)\***

**HILTON WORLDWIDE HOLDINGS INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**43300A 104**

**(CUSIP Number)**

**December 31, 2015**

**(Date of Event which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP No. 43300A 104

Page 2 of 46 Pages

1. Name of Reporting Persons:

HLT Holdco III LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

383,603,683

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

383,603,683

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

383,603,683

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

38.8%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 3 of 46 Pages

1. Name of Reporting Persons:

HLT Holdco II LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

397,636,438

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

397,636,438

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

397,636,438

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

40.3%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 4 of 46 Pages

1. Name of Reporting Persons:

HLT BREP VI.TE.2 Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

39,738,987

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

61,754

8. Shared Dispositive Power:

WITH

39,677,233

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

39,738,987

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.0%

12. Type of Reporting Person (See Instructions):

OO



CUSIP No. 43300A 104

Page 5 of 46 Pages

1. Name of Reporting Persons:

Blackstone Real Estate Partners VI.TE.2 L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

39,738,987

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

61,754

8. Shared Dispositive Power:

WITH

39,677,233

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

39,738,987

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..

11. Percent of Class Represented by Amount in Row (9):

4.0%

12. Type of Reporting Person (See Instructions):

PN

13G

CUSIP No. 43300A 104

Page 6 of 46 Pages

1. Name of Reporting Persons:

HLT BREH VI Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 1,397,649  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 0  
8. Shared Dispositive Power:

WITH

1,397,649  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,397,649

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 7 of 46 Pages

1. Name of Reporting Persons:

HLT BREH VI Holdings Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 1,397,649  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 0  
8. Shared Dispositive Power:

WITH

1,397,649  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,397,649

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 43300A 104

Page 8 of 46 Pages

1. Name of Reporting Persons:

Blackstone Real Estate Holdings VI L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 1,479,887  
6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole Dispositive Power:

REPORTING

PERSON 0  
8. Shared Dispositive Power:

WITH

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,479,887

1,479,887

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

PN



CUSIP No. 43300A 104

Page 9 of 46 Pages

1. Name of Reporting Persons:

BREP VI Side-by-Side GP L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 1,479,887

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 0

8. Shared Dispositive Power:

WITH

1,479,887

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,479,887

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

0.1%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 43300A 104

Page 10 of 46 Pages

1. Name of Reporting Persons:

HLT BREH Intl II Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

235,542

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

235,542

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

235,542

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 11 of 46 Pages

1. Name of Reporting Persons:

HLT BREH Intl II Holdings Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

235,542

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

235,542

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

235,542

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 12 of 46 Pages

1. Name of Reporting Persons:

Blackstone Real Estate Holdings International II-Q L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

235,542

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

235,542

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

235,542

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

PN



1. Name of Reporting Persons:

BREP International II-Q GP L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

235,542

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

235,542

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

235,542

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 43300A 104

Page 14 of 46 Pages

1. Name of Reporting Persons:

BREP International II-Q GP L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

235,542

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

235,542

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

235,542

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 15 of 46 Pages

1. Name of Reporting Persons:

HLT Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

397,636,438

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

397,636,438

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

397,636,438

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)    "

11. Percent of Class Represented by Amount in Row (9):

40.3%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 16 of 46 Pages

1. Name of Reporting Persons:

HLT A23 BREH VI Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

82,238

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

82,238

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

82,238

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)    "

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

OO



13G

CUSIP No. 43300A 104

Page 17 of 46 Pages

1. Name of Reporting Persons:

HLT A23 Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 13,700,470

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 0

8. Shared Dispositive Power:

WITH

13,700,470

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

13,700,470

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.4%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 18 of 46 Pages

1. Name of Reporting Persons:

Blackstone A23 Holdings LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 13,700,470

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 0

8. Shared Dispositive Power:

WITH

13,700,470

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

13,700,470

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

1.4%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 43300A 104

Page 19 of 46 Pages

1. Name of Reporting Persons:

BH Hotels Holdco LLC

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

397,636,438

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

397,636,438

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

397,636,438

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

40.3%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 20 of 46 Pages

1. Name of Reporting Persons:

Blackstone Real Estate Partners VI L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

411,336,908

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

411,336,908

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

411,336,908

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

41.7%

12. Type of Reporting Person (See Instructions):

PN



13G

CUSIP No. 43300A 104

Page 21 of 46 Pages

1. Name of Reporting Persons:

Blackstone Capital Partners V L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

411,336,908

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

411,336,908

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

411,336,908

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

41.7%

12. Type of Reporting Person (See Instructions):

PN

CUSIP No. 43300A 104

Page 22 of 46 Pages

1. Name of Reporting Persons:

Blackstone Management Associates V L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 411,336,908

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 0

8. Shared Dispositive Power:

WITH

411,336,908

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

411,336,908

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

41.7%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 43300A 104

Page 23 of 46 Pages

1. Name of Reporting Persons:

BMA V L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

0

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

411,336,908

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

0

8. Shared Dispositive Power:

WITH

411,336,908

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

411,336,908

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

41.7%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 24 of 46 Pages

1. Name of Reporting Persons:

Blackstone Real Estate Associates VI L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

39,738,987

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH

411,336,908

7. Sole Dispositive Power:

REPORTING

PERSON

61,754

8. Shared Dispositive Power:

WITH

451,014,141

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

451,075,895

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

45.7%

12. Type of Reporting Person (See Instructions):

PN



13G

CUSIP No. 43300A 104

Page 25 of 46 Pages

1. Name of Reporting Persons:

BREA VI L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

39,738,987

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

411,336,908

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

61,754

8. Shared Dispositive Power:

WITH

451,014,141

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

451,075,895

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)    "

11. Percent of Class Represented by Amount in Row (9):

45.7%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

Page 26 of 46 Pages

1. Name of Reporting Persons:

Blackstone Holdings III L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Quebec, Canada

5. Sole Voting Power:

NUMBER OF

SHARES

452,791,324

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

61,754

8. Shared Dispositive Power:

WITH

452,729,570

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

452,791,324

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)    "

11. Percent of Class Represented by Amount in Row (9):

45.9%

12. Type of Reporting Person (See Instructions):

PN

13G

CUSIP No. 43300A 104

Page 27 of 46 Pages

1. Name of Reporting Persons:

Blackstone Holdings III GP L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

452,791,324

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

61,754

8. Shared Dispositive Power:

WITH

452,729,570

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

452,791,324

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

45.9%

12. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

Blackstone Holdings III GP Management L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 452,791,324

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 61,754

8. Shared Dispositive Power:

WITH

452,729,570

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

452,791,324

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)    "

11. Percent of Class Represented by Amount in Row (9):

45.9%

12. Type of Reporting Person (See Instructions):

OO



CUSIP No. 43300A 104

Page 29 of 46 Pages

1. Name of Reporting Persons:

The Blackstone Group L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 452,791,324

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 61,754

8. Shared Dispositive Power:

WITH

452,729,570

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

452,791,324

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)    "

11. Percent of Class Represented by Amount in Row (9):

45.9%

12. Type of Reporting Person (See Instructions):

PN

13G

CUSIP No. 43300A 104

Page 30 of 46 Pages

1. Name of Reporting Persons:

Blackstone Group Management L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES

452,791,324

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

61,754

8. Shared Dispositive Power:

WITH

452,729,570

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

452,791,324

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

45.9%

12. Type of Reporting Person (See Instructions):

OO

13G

CUSIP No. 43300A 104

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1. Name of Reporting Persons:

Stephen A. Schwarzman

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

5. Sole Voting Power:

NUMBER OF

SHARES

453,428,263

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

698,693

8. Shared Dispositive Power:

WITH

452,729,570

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

453,428,263

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

45.9%

12. Type of Reporting Person (See Instructions):

IN

**Item 1. (a). Name of Issuer**

Hilton Worldwide Holdings Inc. (the Issuer )

**(b). Address of Issuer s Principal Executive Offices:**

7930 Jones Branch Drive, Suite 1100,

McLean, Virginia, 22102

**Item 2(a). Name of Person Filing**

**Item 2(b). Address of Principal Business Office**

**Item 2(c). Citizenship**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

(i) HLT Holdco III LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ii) HLT Holdco II LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iii) HLT BREP VI.TE.2 Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iv) Blackstone Real Estate Partners VI.TE.2 L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(v) HLT BREH VI Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vi) HLT BREH VI Holdings Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vii) Blackstone Real Estate Holdings VI L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware



(viii) BREP VI Side-by-Side GP L.L.C.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ix) HLT BREH Intl II Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(x) HLT BREH Intl II Holdings Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xi) Blackstone Real Estate Holdings International II-Q L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xii) BREP International II-Q GP L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiii) BREP International II-Q GP L.L.C.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiv) HLT Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xv) HLT A23 Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xvi) HLT A23 BREH VI Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xvii) Blackstone A23 Holdings LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xviii) BH Hotels Holdco LLC  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xix) Blackstone Real Estate Partners VI L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xx) Blackstone Capital Partners V L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxi) Blackstone Management Associates V L.L.C.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxii) BMA V L.L.C.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxiii) Blackstone Real Estate Associates VI L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxiv) BREA VI L.L.C.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxv) Blackstone Holdings III L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: Quebec, Canada

(xxvi) Blackstone Holdings III GP L.P.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxvii) Blackstone Holdings III GP Management L.L.C.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxviii) The Blackstone Group L.P.  
345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxix) Blackstone Group Management L.L.C.  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxx) Stephen A. Schwarzman  
c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: United States

HLT Holdco III LLC directly holds 383,603,683 shares of Common Stock, HLT Holdco II LLC directly holds 14,032,755 shares of Common Stock, HLT BREP VI.TE.2 Holdco LLC directly holds 39,738,987 shares of Common Stock, HLT BREH VI Holdco LLC directly holds 1,397,649 shares of Common Stock, HLT BREH Intl II Holdco LLC directly holds 235,542 shares of Common Stock, HLT A23 Holdco LLC directly holds 13,700,470 shares of Common Stock, and HLT A23 BREH VI Holdco LLC directly holds 82,238 shares of Common Stock (together, the Blackstone Vehicles ), and Stephen A. Schwarzman directly holds 399,509 shares of Common Stock. Additionally, Mr. Schwarzman may be deemed to beneficially own 237,430 shares of Common Stock held directly by a foundation over which Mr. Schwarzman may be deemed to have investment and voting power.

The sole member of HLT Holdco III LLC is HLT Holdco II LLC. The sole member of HLT Holdco II LLC is HLT Holdco LLC. The sole member of HLT Holdco LLC is BH Hotels Holdco LLC ( BH Hotels ). The sole member of HLT A23 Holdco LLC is Blackstone A23 Holdings LLC.

The managing members of each of BH Hotels and Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C. is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT BREP VI.TE.2 Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of BREA VI L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT BREH Intl II Holdco LLC is HLT BREH Intl II Holdings Holdco LLC. The controlling member of HLT BREH Intl II Holdings Holdco LLC is Blackstone Real Estate Holdings International II-Q L.P. The general partner of Blackstone Real Estate Holdings International II-Q L.P. is BREP International II-Q GP L.P. The general partner of BREP International II-Q GP L.P. is BREP International II-Q GP L.L.C. The sole member of BREP International II-Q GP L.L.C. is Blackstone Holdings III L.P.

The sole member of HLT A23 BREH VI Holdco LLC is Blackstone Real Estate Holdings VI L.P. The sole member of HLT BREH VI Holdco LLC is HLT BREH VI Holdings Holdco LLC. The controlling member of HLT BREH VI Holdings Holdco LLC is Blackstone Real Estate Holdings VI L.P. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.

The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P.



is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Each such Reporting Person may be deemed to beneficially own the Common Stock beneficially owned by the Blackstone Vehicles directly or indirectly controlled by it or him, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person (other than the Blackstone Vehicles to the extent they directly hold shares of Common Stock) is the beneficial owner of Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Common Stock. The filing of this statement should not be construed to be an admission that any member of the Reporting Persons are members of a group for the purposes of Sections 13(d) and 13(g) of the Act.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.01 per share (the Common Stock).

**Item 2(e). CUSIP Number:**

43300A 104

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

**(a) Amount beneficially owned:**

Calculations of the percentage of shares of Common Stock beneficially owned assume 987,451,862 shares of Common Stock outstanding as of October 26, 2015, as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on October 28, 2015. As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the shares of Common Stock listed on such Reporting Person's cover page. HLT Holdco III LLC directly holds 383,603,683 shares of Common Stock, HLT Holdco II LLC directly holds 14,032,755 shares of Common Stock, HLT BREP VI.TE.2 Holdco LLC directly holds 39,738,987 shares of Common Stock, HLT BREH VI Holdco LLC directly holds 1,397,649 shares of Common Stock, HLT BREH Intl II Holdco LLC directly holds 235,542 shares of Common Stock, HLT A23 Holdco LLC directly holds 13,700,470 shares of Common Stock, and HLT A23 BREH VI Holdco LLC directly holds 82,238 shares of Common Stock, and Stephen A. Schwarzman directly holds 399,509 shares of Common Stock. Additionally, Mr. Schwarzman may be deemed to beneficially own 237,430 shares of Common Stock held directly by a foundation over which Mr. Schwarzman may be deemed to have investment and voting power.

**(b) Percent of class:**

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of Common Stock listed on such Reporting Person's cover page.

**(c) Number of Shares as to which the Reporting Person has:**

(i) Sole power to vote or to direct the vote:

See each cover page hereof.

(ii) Shared power to vote or to direct the vote:

See each cover page hereof.

(iii) Sole power to dispose or to direct the disposition of:

See each cover page hereof.

(iv) Shared power to dispose or to direct the disposition of:

See each cover page hereof.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2016

HLT HOLDCO III LLC

By: HLT Holdco II LLC, its sole member

By: HLT Holdco LLC, its sole member

By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management

Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

[Hilton Worldwide Holdings Inc. Schedule 13G/A]

HLT HOLDCO II LLC

By: HLT Holdco LLC, its sole member

By: BH Hotels Holdco LLC, its sole member

By: Blackstone Real Estate Partners VI L.P., its managing member

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

By: Blackstone Capital Partner V L.P., its managing member

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

HLT BREP VI.TE.2 HOLDCO LLC

By: Blackstone Real Estate Partners VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

BLACKSTONE REAL ESTATE PARTNERS VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

BLACKSTONE REAL ESTATE HOLDINGS  
VI L.P.

By: BREP VI Side-by-Side GP L.L.C.,  
its general partner

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

BREP VI SIDE-BY-SIDE GP L.L.C.

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

HLT BREH INTL II HOLDCO LLC

By: HLT BREH Intl II Holdings  
Holdco LLC, its sole member

By: Blackstone Real Estate Holdings  
International II-Q L.P., its managing  
member

By: BREP International II-Q GP L.P.,  
its general partner

By: BREP International II-Q GP  
L.L.C., its general partner

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

HLT BREH INTL II HOLDINGS HOLDCO  
LLC

By: Blackstone Real Estate Holdings  
International II-Q L.P., it managing  
member

By: BREP International II-Q GP L.P.,  
its general partner

By: BREP International II-Q GP  
L.L.C., its managing member

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

[Hilton Worldwide Holdings Inc. Schedule 13G/A]

BLACKSTONE REAL ESTATE HOLDINGS  
INTERNATIONAL II-Q L.P.

By: BREP International II-Q GP L.P.,  
its general partner

By: BREP International II-Q GP  
L.L.C., its general partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

BREP INTERNATIONAL II-Q GP L.P.

By: BREP International II-Q GP  
L.L.C., its general partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

BREP INTERNATIONAL II-Q GP L.L.C.

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

HLT HOLDCO LLC

By: BH Hotels Holdco LLC, its sole  
member

By: Blackstone Real Estate Partners VI  
L.P., its managing member

By: Blackstone Real Estate Associates  
VI L.P., its general partner

By: BREA VI L.L.C., its general  
partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

By: Blackstone Capital Partner V L.P.,  
its managing member

By: Blackstone Management  
Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

[Hilton Worldwide Holdings Inc. Schedule 13G/A]



HLT A23 BREH VI HOLDCO LLC

By: Blackstone Real Estate Holdings  
VI L.P., its sole member  
By: BREP VI Side-by-Side GP L.L.C.,  
its general partner

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

HLT A23 HOLDCO LLC

By: Blackstone A23 Holdings LLC, its  
sole member  
By: Blackstone Real Estate Partners VI  
L.P., its managing member  
By: Blackstone Real Estate Associates  
VI L.P., its general partner  
By: BREA VI L.L.C., its general  
partner

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

By: Blackstone Capital Partners V  
L.P., its managing member  
By: Blackstone Management  
Associates V L.L.C., its general partner  
By: BMA V L.L.C., its sole member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

HLT BREH VI HOLDCO LLC

By: HLT BREH VI Holdings Holdco  
LLC, its sole member  
By: Blackstone Real Estate Holdings  
VI L.P., its managing member  
By: BREP VI Side-by-Side GP L.L.C.,  
its general partner

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

HLT BREH VI HOLDINGS HOLDCO LLC  
By: Blackstone Real Estate Holdings  
VI L.P., its managing member  
By: BREP VI Side-by-Side GP L.L.C.,  
its general partner

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

BLACKSTONE A23 HOLDINGS LLC  
By: Blackstone Real Estate Partners VI  
L.P., its managing member  
By: Blackstone Real Estate Associates  
VI L.P, its general partner  
By: BREA VI L.L.C., its general  
partner

By: /s/ Anthony W. Beovich  
Name: Anthony W. Beovich  
Title: Managing Director

By: Blackstone Capital Partner V L.P.,  
its managing member  
By: Blackstone Management  
Associates V L.L.C., its general partner  
By: BMA V L.L.C., its sole member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

[Hilton Worldwide Holdings Inc. Schedule 13G/A]

BH HOTELS HOLDCO LLC

By: Blackstone Real Estate Partners  
VI L.P., its managing member

By: Blackstone Real Estate  
Associates VI L.P, its general  
partner

By: BREA VI L.L.C., its general  
partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

By: Blackstone Capital Partner V  
L.P., its managing member

By: Blackstone Management  
Associates V L.L.C., its general  
partner

By: BMA V L.L.C., its sole  
member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VI L.P.

By: Blackstone Real Estate  
Associates VI L.P., its general  
partner

By: BREA VI L.L.C., its general  
partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

BLACKSTONE REAL ESTATE  
ASSOCIATES VI L.P.

By: BREA VI L.L.C., its general  
partner

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

BREA VI L.L.C.

By: /s/ Anthony W. Beovich

Name: Anthony W. Beovich

Title: Managing Director

[Hilton Worldwide Holdings Inc. Schedule 13G/A]

BLACKSTONE CAPITAL PARTNERS V  
L.P.

By: Blackstone Management  
Associates V, L.L.C., its general  
partner  
By: BMA V, L.L.C., its sole member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE MANAGEMENT  
ASSOCIATES V L.L.C.

By: BMA V, L.L.C., its sole member

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BMA V L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III L.P.

By: Blackstone Holdings III GP L.P.,  
its general partner  
By: Blackstone Holdings III GP  
Management L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP  
Management L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP  
MANAGEMENT L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management  
L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT  
L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

STEPHEN A. SCHWARZMAN

/s/ Stephen A. Schwarzman  
Name: Stephen A. Schwarzman

[Hilton Worldwide Holdings Inc. Schedule 13G/A]