

HCA INC/TN
Form 3
April 29, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BAIN CAPITAL INVESTORS LLC | | | (Month/Day/Year) | HCA INC/TN [HCA] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 111 HUNTINGTON AVENUE | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| BOSTON,Â MAÂ 02199 | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common stock, par value \$0.01 per share | 23,373,333 | I | See Footnotes (1) (2) (3) (4) (5) |

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) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| Bain Capital Integral Investors, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| BCIP TCV, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| Bain Capital Hercules Investors, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Stephen G. Pagliuca, Managing Director of Bain Capital Investors, LLC

04/29/2008

__Signature of Reporting Person

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).

(1) Hercules Holding II, LLC holds 91,845,692 shares, or 97.5%, of the common stock of HCA Inc. Hercules Holding II, LLC is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity, and affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. Each of the Reporting Persons may be deemed to be a member of a group exercising voting and investment control over the shares of common stock held by HCA Inc. However, each Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein.

(2) Bain Capital Integral Investors 2006, LLC ("Integral 2006"), whose administrative member is Bain Capital Investors, LLC ("BCI"), indirectly owns 21,720,908 shares of Common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC. Because BCI is the administrative member of Integral 2006, BCI may be deemed to share voting and dispositive power with respect to the shares of common stock held by Integral 2006. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3) BCIP TCV, LLC ("BCIP TCV"), whose administrative member is BCI, indirectly owns 156,670 shares of common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC. Because BCI is the administrative member of BCIP TCV, BCI may be deemed to share voting and dispositive power with respect to the shares of common stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(4) Bain Capital Hercules Investors, LLC ("Hercules Investors"), whose administrative member is BCI, indirectly owns 1,495,755 shares of common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC. Because BCI is the administrative member of Hercules Investors, BCI may be deemed to share voting and dispositive power with respect to the shares of common stock held by Hercules Investors. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(5)

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The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of the Reporting Persons is the beneficial owner of all such equity securities covered by this statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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