

HCA Holdings, Inc.  
Form 8-K  
April 25, 2014

**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 25, 2014 (April 23, 2014)**

**HCA HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-11239**  
**(Commission**  
  
**File Number)**

**27-3865930**  
**(IRS Employer**  
  
**Identification No.)**

**One Park Plaza, Nashville, Tennessee**  
**(Address of principal executive offices)**

**37203**  
**(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))

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

### *HCA Holdings, Inc. Employee Stock Purchase Plan*

The Board of Directors of HCA Holdings, Inc. (the Company) previously approved, subject to stockholder approval, the HCA Holdings, Inc. Employee Stock Purchase Plan (the ESPP), which enables ESPP participants to purchase shares of the Company's common stock during certain offering periods pursuant to the terms thereof. According to the results from the Company's Annual Meeting of Stockholders (the Annual Meeting) held on April 23, 2014 at the Company's corporate headquarters in Nashville, Tennessee (as noted in Item 5.07 below), the Company's stockholders approved the ESPP. A detailed summary of the material terms of the ESPP appears on pages 22–24 of the Company's Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on March 14, 2014 (the Proxy Statement), and is incorporated herein by reference. That summary and the foregoing description of the ESPP do not purport to be complete and are qualified in their entirety by reference to the full text of the ESPP, a copy of which is attached to this report as [Exhibit 10.1](#) and is incorporated herein by reference.

## Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, a total of 403,753,532 shares of the Company's common stock, out of a total of 443,756,462 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The following proposals were voted on and approved by the Company's stockholders at the Annual Meeting:

1. Election to the Company's Board of Directors of the following 13 director nominees for a one-year term:

|                      | For         | Withheld   | Broker Non-Votes |
|----------------------|-------------|------------|------------------|
| Richard M. Bracken   | 370,597,311 | 10,808,026 | 22,348,195       |
| R. Milton Johnson    | 375,172,936 | 6,232,401  | 22,348,195       |
| Robert J. Dennis     | 376,355,536 | 5,049,801  | 22,348,195       |
| Nancy-Ann DeParle    | 378,899,649 | 2,505,688  | 22,348,195       |
| Thomas F. Frist III  | 370,804,218 | 10,601,119 | 22,348,195       |
| William R. Frist     | 370,813,357 | 10,591,980 | 22,348,195       |
| Ann H. Lamont        | 377,467,466 | 3,937,871  | 22,348,195       |
| Jay O. Light         | 377,417,528 | 3,987,809  | 22,348,195       |
| Geoffrey G. Meyers   | 377,482,143 | 3,923,194  | 22,348,195       |
| Michael W. Michelson | 370,735,204 | 10,670,133 | 22,348,195       |
| Stephen G. Pagliuca  | 370,794,420 | 10,610,917 | 22,348,195       |
| Wayne J. Riley, M.D. | 376,544,758 | 4,860,579  | 22,348,195       |
| John W. Rowe, M.D.   | 378,937,185 | 2,468,152  | 22,348,195       |

2. Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014:

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 397,794,817 | 3,504,629 | 2,454,086   | 0                |

3. Approval of the HCA Holdings, Inc. Employee Stock Purchase Plan:

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| For         | Against    | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 357,853,316 | 21,568,663 | 1,983,358   | 22,348,195       |

4. Adoption of a non-binding advisory resolution on the Company's executive compensation as described in the Proxy Statement ( say-on-pay ):

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 374,084,796 | 4,852,604 | 2,467,937   | 22,348,195       |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit 10.1 HCA Holdings, Inc. Employee Stock Purchase Plan

**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/ John M. Franck II  
John M. Franck II  
Vice President    Legal and Corporate  
Secretary

Date: April 25, 2014

**EXHIBIT INDEX**

Exhibit 10.1 HCA Holdings, Inc. Employee Stock Purchase Plan