HCA Healthcare, Inc. - HCA

Filed: September 19, 2017 (period: September 15, 2017)

Statement of changes in beneficial ownership of securities
**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   
   Cuffe Michael S.
   
   ONE PARK PLAZA
   
   NASHVILLE TN 37203

2. Issuer Name and Ticker or Trading Symbol
   
   HCA Healthcare, Inc. [ HCA ]

3. Date of Earliest Transaction (Month/Day/Year)
   
   09/15/2017

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   
   X Other Owner
   
   President-Physician Services

6. Individual or Joint/Group Filing (Check Applicable Line)
   
   X Form filed by One Reporting Person
   
   Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date of (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>5. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/15/2017</td>
<td></td>
<td>M</td>
<td>A</td>
<td>$17.33</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/15/2017</td>
<td></td>
<td>S</td>
<td>D</td>
<td>$0.00</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date of (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------------------------|----------------------------------------|-----------------------------------------------|-------------------------------|-------------------------------------------------|-------------------------------------------------|-------------------------------------------------|-----------------------------------------------|-------------------------------------------------|-------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
| Non-Qualified Stock Option (right to buy) | $17.33                                                 | 09/15/2017                            |                                               | M                             | 2,150                                           | $0.00                                             | 6,700                                           | D                                               |                                                   |                                                   |                                                   |                                                   |

### Explanation of Responses:

1. The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
2. Includes 1,344,006.2 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
3. The option vested in two equal annual installments beginning on November 2, 2014.

### Remarks:

/s/ Kevin A. Ball, Attorney-in-Fact 09/19/2017

**Signature of Reporting Person Date**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby makes,
constitutes and appoints John M. Franck II, Natalie Harrison Cline and Kevin A.
Ball as the undersigned's true and lawful attorneys-in-fact, with full power and
authority as hereinafter described on behalf of and in the name, place and stead
of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file a Form ID (including any
amendments or authentications thereto) with respect to obtaining EDGAR codes,
with the U.S. Securities and Exchange Commission;

(2) prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including
any amendments thereto) with respect to the securities of HCA Holdings, Inc., a
Delaware corporation (the "Company"), with the U.S. Securities and Exchange
Commission, any national securities exchanges and the Company, as considered
necessary or advisable under Section 16(a) of the Securities Exchange Act of
1934 and the rules and regulations promulgated thereunder, as amended from time
to time (the "Exchange Act");

(3) seek or obtain, as the undersigned's representative and on the
undersigned's behalf, information on transactions in the Company's securities
from any third party, including brokers, employee benefit plan administrators
and trustees, and the undersigned hereby authorizes any such person to release
any such information to the undersigned and approves and ratifies any such
release of information; and

(4) perform any and all other acts which in the discretion of such
attorneys-in-fact are necessary or desirable for and on behalf of the
undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such
attorneys-in-fact to act in their discretion on information provided to such
attorneys-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorneys-in-fact on behalf
of the undersigned pursuant to this Power of Attorney will be in such form and
will contain such information and disclosure as such attorney-in-fact, in his or
her discretion, deems necessary or desirable;

(3) neither the Company nor such attorneys-in-fact assumes (i) any liability
for the undersigned's responsibility to comply with the requirements of the
Exchange Act, (ii) any liability of the undersigned for any failure to comply
with such requirements, or (iii) any obligation or liability of the undersigned
for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility
for compliance with the undersigned's obligations under the Exchange Act,
including without limitation the reporting requirements under Section 16 of the
Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact full
power and authority to do and perform all and every act and thing whatsoever
requisite, necessary or appropriate to be done in and about the foregoing
matters as fully to all intents and purposes as the undersigned might or could
do if present, with full power of substitution and revocation, hereby ratifying
all that such attorney-in-fact, or such attorney-in-fact's substitute or
substitutes, of, for and on behalf of the undersigned, shall lawfully do or
cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by
the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be
executed as of this 3rd day of February 2015.

/s/ Michael S. Cuffe, M.D.
Print Name: Michael S. Cuffe, M.D.