MCA Investment CO
Form 424B5
August 09, 2016
Table of Contents

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-201463

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	**Amount to be registered**	**Proposed maximum offering price per security**	**Proposed maximum aggregate offering price**	**Amount of registration fee[(1)]**
4.500% Senior Notes due 2027	$1,200,000,000	100.00%	$1,200,000,000	$120,840.00

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

Table of Contents

Prospectus supplement

To Prospectus dated January 13, 2015

$1,200,000,000

HCA Inc.

4.500% Senior secured notes due 2027

HCA Inc. is offering $1,200,000,000 aggregate principal amount of 4.500% senior secured notes due 2027, which we refer to as the notes. The notes will bear interest at a rate of 4.500% per annum. HCA Inc. will pay interest on the notes semi-annually, in cash in arrears, on February 15 and August 15 of each year, beginning on February 15, 2017. The notes will mature on February 15, 2027.

We may redeem the notes, at any time in whole or from time to time in part, at the redemption prices described in this prospectus supplement. In addition, if we experience certain kinds of changes in control, we may be required to repurchase the notes on the terms described in this prospectus supplement. If we sell certain assets and do not reinvest the proceeds or repay indebtedness, we must offer to repurchase the notes.

The notes will be HCA Inc. s senior obligations and will rank equally and ratably with all of its existing and future senior indebtedness and senior to any of its existing and future subordinated indebtedness. The notes will be fully and unconditionally guaranteed on a senior unsecured basis by our direct parent, HCA Holdings, Inc., and on a senior secured basis by each domestic subsidiary that guarantees HCA Inc. s senior secured credit facilities (as defined herein), other than certain subsidiaries that guarantee only HCA Inc. s asset-based revolving credit facility. To the extent lenders under the senior secured credit facilities release any guarantor from its obligations, such guarantor will also be released from its obligations under the notes.

The notes and related guarantees will be secured by first-priority liens, subject to permitted liens, on HCA Inc. s and HCA Inc. s subsidiary guarantors assets, subject to certain exceptions, that will from time to time secure HCA Inc. s cash flow credit facility on a first-priority basis. The notes and related guarantees will be secured by second-priority liens, subject to permitted liens, on HCA Inc. s and HCA Inc. s subsidiary guarantors assets that will secure HCA Inc. s asset-based revolving credit facility on a first-priority basis. The notes will share equally in the collateral securing HCA Inc. s cash flow credit facility and other first lien notes. To the extent the collateral agent for the lenders under the cash flow credit facility releases any liens during any period when the collateral agent has authority to do so under the first lien intercreditor agreement, the lien securing the obligations under the notes will also be released.

HCA Inc. intends to use the net proceeds of this offering to refinance a portion of HCA Inc. s term loan B-4 facility and for general corporate purposes.

Investing in the notes involves risks. See Risk factors beginning on page S-12.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission or other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the attached prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Public offering price(1)		**Underwriting discount**		**Proceeds to HCA Inc.(1) (before expenses)**	
	Per note	**Total**	**Per note**	**Total**	**Per note**	**Total**

4.500% Senior Secured Notes due 2027	100.00%	$ 1,200,000,000	1.00%	$ 12,000,000	99.00%	$ 1,188,000,000

(1) Plus accrued interest, if any, from August 15, 2016.

Joint book-running managers

J.P. Morgan	**Barclays**	**BofA Merrill Lynch**
Citigroup	**Credit Suisse**	**Deutsche Bank Securities**
Goldman, Sachs & Co.	**Morgan Stanley**	**RBC Capital Markets**
SunTrust Robinson Humphrey	**UBS Investment Bank**	**Wells Fargo Securities**

Co-managers

Credit Agricole CIB	**Mizuho Securities**
Fifth Third Securities	**SMBC Nikko**

Prospectus supplement dated August 8, 2016

Table of Contents

You should rely only on the information contained in and incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither HCA Inc. nor the underwriters have authorized anyone to provide you with any information or represent anything about HCA Inc., its financial results or this offering that is not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by HCA Inc. or the underwriters. Neither HCA Inc. nor the underwriters are making an offer to sell these notes in any jurisdiction where the offer or sale is not permitted. The information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus may only be accurate on the date of this document.

Table of contents

Prospectus Supplement	Page
Summary	S-1
Risk factors	S-12
Use of proceeds	S-24
Capitalization	S-25
Description of other indebtedness	S-26
Description of the Notes	S-34
Certain United States federal tax consequences	S-89
Certain ERISA considerations	S-94
Underwriting	S-96
Legal matters	S-102
Experts	S-102
Available information	S-102
Incorporation by reference	S-103

Prospectus	Page
About this prospectus	1
Where you can find more information	1
Incorporation by reference	2
Forward-looking and cautionary statements	4
Our company	5
Risk factors	5
Use of proceeds	6
Ratio of earnings to fixed charges	6
Description of capital stock	6
Description of debt securities and guarantees	11
Plan of distribution	28
Legal matters	29
Experts	29

Table of Contents

About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the notes and adds to and supplements information contained in the accompanying prospectus and the documents incorporated by reference therein. The second part is the accompanying prospectus, which we refer to as the accompanying prospectus. The accompanying prospectus contains a description of our debt securities and gives more general information, some of which may not apply to the notes. The accompanying prospectus also incorporates by reference documents that are described under Incorporation by reference in that prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus or in any free writing prospectus filed by us with the SEC. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any such free writing prospectus is accurate as of any date other than the respective dates thereof. Our business, financial condition, results of operations and prospects may have changed since those dates.

We are not, and the underwriters are not, making an offer of the notes in any jurisdiction where the offer or sale is not permitted.

Market, ranking and other industry data

The data included or incorporated by reference in this prospectus supplement and the accompanying prospectus regarding markets and ranking, including the size of certain markets and our position and the position of our competitors within these markets, are based on reports of government agencies or published industry sources and estimates based on management s knowledge and experience in the markets in which we operate. These estimates have been based on information obtained from our trade and business organizations and other contacts in the markets in which we operate. We believe these estimates to be accurate as of the date of this prospectus supplement. However, this information may prove to be inaccurate because of the method by which we obtained some of the data for the estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. As a result, you should be aware that market, ranking and other similar industry data included or incorporated by reference in this prospectus supplement and the accompanying prospectus, and estimates and beliefs based on that data, may not be reliable. Neither we nor the underwriters can guarantee the accuracy or completeness of any such information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus.

Forward-looking and cautionary statements

This prospectus supplement and the accompanying prospectus contain and incorporate by reference forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties. Forward-looking statements include statements regarding expected share-based compensation expense, expected capital expenditures, expected net claim payments and all other statements that do not relate solely to historical or current facts, and can be identified by the use of words like may, believe, will, expect, project, estimate, anticipate, pl or continue. These forward-looking statements are

Table of Contents

based on our current plans and expectations and are subject to a number of known and unknown uncertainties and risks, many of which are beyond our control, which could significantly affect current plans and expectations and our future financial position and results of operations. These factors include, but are not limited to, (1) the impact of our substantial indebtedness and the ability to refinance such indebtedness on acceptable terms, (2) the effects related to the implementation of the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the Health Reform Law), possible delays in or complications related to implementation of the Health Reform Law, court challenges, the possible enactment of additional federal or state health care reforms and possible changes to the Health Reform Law and other federal, state or local laws or regulations affecting the health care industry, (3) the effects related to the continued implementation of the sequestration spending reductions required under the Budget Control Act of 2011, and related legislation extending these reductions, and the potential for future deficit reduction legislation that may alter these spending reductions, which include cuts to Medicare payments, or create additional spending reductions, (4) increases in the amount and risk of collectability of uninsured accounts and deductibles and copayment amounts for insured accounts, (5) the ability to achieve operating and financial targets, and attain expected levels of patient volumes and control the costs of providing services, (6) possible changes in Medicare, Medicaid and other state programs, including Medicaid upper payment limit programs or Waiver Programs, that may impact reimbursements to health care providers and insurers, (7) the highly competitive nature of the health care business, (8) changes in service mix, revenue mix and surgical volumes, including potential declines in the population covered under managed care agreements, the ability to enter into and renew managed care provider agreements on acceptable terms and the impact of consumer-driven health plans and physician utilization trends and practices, (9) the efforts of insurers, health care providers and others to contain health care costs, (10) the outcome of our continuing efforts to monitor, maintain and comply with appropriate laws, regulations, policies and procedures, (11) increases in wages and the ability to attract and retain qualified management and personnel, including affiliated physicians, nurses and medical and technical support personnel, (12) the availability and terms of capital to fund the expansion of our business and improvements to our existing facilities, (13) changes in accounting practices, (14) changes in general economic conditions nationally and regionally in our markets, (15) the emergence and effects related to infectious diseases, (16) future divestitures which may result in charges and possible impairments of long-lived assets, (17) changes in business strategy or development plans, (18) delays in receiving payments for services provided, (19) the outcome of pending and any future tax audits, disputes and litigation associated with our tax positions, (20) potential adverse impact of known and unknown government investigations, litigation and other claims that may be made against us, (21) our ongoing ability to demonstrate meaningful use of certified electronic health record (EHR) technology, and (22) other risk factors disclosed under Risk factors and elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus. As a consequence, current plans, anticipated actions and future financial position and results of operations may differ from those expressed in any forward-looking statements made by us or on our behalf. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this prospectus supplement and the accompanying prospectus, which forward-looking statements reflect management s views only as of the date of this prospectus supplement and the accompanying prospectus. We undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

Summary

This summary highlights information appearing elsewhere in and incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information that you should consider before investing in the notes. You should carefully read the entire prospectus supplement, the accompanying prospectus and the information incorporated herein by reference, including the financial data and related notes and the sections entitled Risk factors.

As used herein, unless otherwise stated or indicated by context, references to the Issuer refer to HCA Inc. and its affiliates, and references to HCA Holdings, Inc., the Company, HCA, we, our or us refer to HCA Holdings, Inc., parent of HCA Inc., and its affiliates. The term affi means direct and indirect subsidiaries and partnerships and joint ventures in which such subsidiaries are partners. The terms facilities or hospitals refer to entities owned and operated by affiliates of HCA and the term employees refers to employees of affiliates of HCA.

Our company

We are the largest non-governmental hospital operator in the United States and a leading comprehensive, integrated provider of health care and related services. We provide these services through a network of acute care hospitals, outpatient facilities, clinics and other patient care delivery settings. As of June 30, 2016, we operated a diversified portfolio of 169 hospitals (with approximately 44,100 beds) and 116 freestanding surgery centers across 20 states throughout the United States and in England. As a result of our efforts to establish significant market share in large and growing urban markets with attractive demographic and economic profiles, we currently have a substantial market presence in 16 of the top 25 fastest growing markets with populations greater than 500,000 in the United States and currently maintain the first or second position, based on inpatient admissions, in many of our key markets. We believe our ability to successfully position and grow our assets in attractive markets and execute our operating plan has contributed to the strength of our financial performance over the last several years. For the year ended December 31, 2015, we generated revenues of $39.678 billion, net income attributable to HCA Holdings, Inc. of $2.129 billion and Adjusted EBITDA of $7.915 billion. For the six months ended June 30, 2016, we generated revenues of $20.579 billion, net income attributable to HCA Holdings, Inc. of $1.352 billion and Adjusted EBITDA of $4.055 billion.

Our patient-first strategy is to provide high quality health care services in a cost-efficient manner. We intend to build upon our history of profitable growth by maintaining our dedication to quality care, increasing our presence in key markets through organic expansion and strategic acquisitions and joint ventures, leveraging our scale and infrastructure, and further developing our physician and employee relationships. We believe pursuing these core elements of our strategy helps us develop a faster-growing, more stable and more profitable business and increases our relevance to patients, physicians, payers and employers.

Using our scale, significant resources and over 40 years of operating experience, we have developed a significant management and support infrastructure. Some of the key components of our support infrastructure include a revenue cycle management organization, a health care group purchasing organization (GPO), an information technology and services provider, a nurse staffing agency and a medical malpractice insurance underwriter. These shared services have helped us to maximize our cash collection efficiency, achieve savings in purchasing through our scale, more rapidly deploy information technology upgrades, more effectively manage our labor pool and achieve greater stability in malpractice insurance premiums. Collectively, these components have helped us to further enhance our operating effectiveness, cost efficiency and overall financial results. Our Parallon subsidiary group also offers certain of these component services to other health care organizations.

Table of Contents

Since the founding of our business in 1968 as a single-facility hospital company, we have demonstrated an ability to consistently innovate and sustain growth during varying economic and regulatory climates. Under the leadership of an experienced senior management team, whose tenure at HCA averages approximately 21 years, we have established an extensive record of providing high quality care, profitably growing our business, making and integrating strategic acquisitions and efficiently and strategically allocating capital spending.

Recent developments

We have received commitments to incur a new $1.200 billion, 7.5-year senior secured term loan B-7 (the New Senior Secured Term Loan), which is expected to close concurrently with the delivery of the notes on their issue date, by entering into a joinder agreement under our cash flow credit facility with certain lenders to refinance a portion of our $2.308 billion existing term loan B-4 facility maturing on May 1, 2018. See Description of other indebtedness Senior secured credit facilities.

Corporate information

Through our predecessors, we commenced operations in 1968. The Company was incorporated in Nevada in January 1990 and reincorporated in Delaware in September 1993. Our principal executive offices are located at One Park Plaza, Nashville, Tennessee 37203, and our telephone number is (615) 344-9551.

Corporate structure

The indebtedness figures in the diagram below are as of June 30, 2016, and give effect to the indebtedness incurred under the notes offered hereby and the use of proceeds therefrom, as well as the indebtedness incurred under the New Senior Secured Term Loan and the use of proceeds therefrom. See Summary Recent developments. In this prospectus supplement, where we have presented information as adjusted to give effect to the use of the net proceeds of this offering, we have assumed that the notes will not be offered at a discount. If the notes are offered at a discount, the net proceeds to us will be less than we have assumed.

(1) HCA Holdings, Inc. is a guarantor of certain of HCA Inc. s outstanding notes but is not subject to the covenants that apply to HCA Inc. or HCA Inc. s restricted subsidiaries under those notes.

Table of Contents

(2) Consists of (i) a $3.250 billion senior secured asset-based revolving credit facility maturing on March 7, 2019 (the asset-based revolving credit facility) ($3.030 billion outstanding at June 30, 2016); (ii) a $2.000 billion senior secured revolving credit facility maturing on February 26, 2019 (the senior secured revolving credit facility) (none outstanding at June 30, 2016, without giving effect to outstanding letters of credit); (iii) a $1.330 billion senior secured term loan A-5 facility maturing on June 10, 2020; (iv) a $2.308 billion senior secured term loan B-4 facility maturing on May 1, 2018 (none outstanding as adjusted to give effect to the use of proceeds from this offering and the New Senior Secured Term Loan); (v) a $1.496 billion senior secured term loan B-6 facility maturing on March 18, 2023; and (vi) the New Senior Secured Term Loan, which consists of a $1.200 billion, 7.5-year senior secured term loan B-7 facility. We refer to the facilities described under (ii) through (vi) above, collectively, as the cash flow credit facility and, together with the asset-based revolving credit facility, the senior secured credit facilities.

(3) Consists of (i) $3.000 billion aggregate principal amount of 6.50% first lien notes due 2020 that HCA Inc. issued in August 2011 (the August 2011 first lien notes); (ii) $1.350 billion aggregate principal amount of 5.875% first lien notes due 2022 that HCA Inc. issued in February 2012 (the February 2012 first lien notes); (iii) $1.250 billion aggregate principal amount of 4.75% first lien notes due 2023 that HCA Inc. issued in October 2012 (the October 2012 first lien notes); (iv) $1.500 billion aggregate principal amount of 3.75% first lien notes due 2019 that HCA Inc. issued in March 2014 (the March 2014 3.75% first lien notes); (v) $2.000 billion aggregate principal amount of 5.00% first lien notes due 2024 that HCA Inc. issued in March 2014 (the March 2014 5.00% first lien notes); (vi) $600 million aggregate principal amount of 4.25% first lien notes due 2019 that HCA Inc. issued in October 2014 (the October 2014 4.25% first lien notes); (vii) $1.400 billion aggregate principal amount of 5.25% first lien notes due 2025 that HCA Inc. issued in October 2014 (the October 2014 5.25% first lien notes); and (viii) $1.500 billion aggregate principal amount of 5.25% first lien notes due 2026 that HCA Inc. issued in March 2016 (the March 2016 5.25% first lien notes and, collectively with the August 2011 first lien notes, the February 2012 first lien notes, the October 2012 first lien notes, the March 2014 3.75% first lien notes, the March 2014 5.00% first lien notes, the October 2014 4.25% first lien notes and the October 2014 5.25% first lien notes, the first lien notes).

(4) Consists of HCA Inc. s (i) aggregate principal amount of $125 million 7.58% medium-term notes due 2025; (ii) aggregate principal amount of $736 million debentures with maturities ranging from 2023 to 2095 and a weighted average interest rate of 7.62%; (iii) aggregate principal amount of $8.391 billion senior notes with maturities ranging from 2018 to 2033 and a weighted average interest rate of 6.35%; (iv) $609 million of secured debt, which represents capital leases and other secured debt with a weighted average interest rate of 5.74%; and (v) $189 million of debt issuance costs that reduce the existing indebtedness. Existing unsecured indebtedness also includes HCA Holdings, Inc. s $1.000 billion aggregate principal amount of 6.25% senior notes due 2021. For more information regarding our unsecured and other indebtedness, see Description of other indebtedness.

(5) The cash flow credit facility and the first lien notes are secured by first-priority liens on substantially all the capital stock of Healthtrust, Inc. The Hospital Company and the first-tier subsidiaries of the subsidiary guarantors (but limited to 65% of the voting stock of any such first-tier subsidiary that is a foreign subsidiary), subject to certain exceptions.

(6) Includes subsidiaries which are designated as restricted subsidiaries under HCA Inc. s indenture dated as of December 16, 1993, certain of their wholly owned subsidiaries formed in connection with the asset-based revolving credit facility and certain excluded subsidiaries (non-material subsidiaries).

Table of Contents

The offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus supplement and the Description of Debt Securities and Guarantees section in the accompanying prospectus contain more detailed descriptions of the terms and conditions of the notes.

Issuer	HCA Inc.
Notes	4.500% senior secured notes due 2027.
Maturity Date	The notes will mature on February 15, 2027.
Interest Rate	Interest on the notes will be payable in cash and will accrue at a rate of 4.500% per annum.
Interest Payment Dates	February 15 and August 15, commencing on February 15, 2017.
Ranking	The notes will be the Issuer s senior obligations and will:

- rank senior in right of payment to any of its existing and future subordinated indebtedness;
- rank equally in right of payment with any of its existing and future senior indebtedness;
- be effectively senior in right of payment to any unsecured indebtedness to the extent of the collateral securing the notes;
- be effectively equal in right of payment with indebtedness under the cash flow credit facility and the first lien notes to the extent of the collateral securing such indebtedness;
- be effectively subordinated in right of payment to all indebtedness under the asset-based revolving credit facility to the extent of the shared collateral securing such indebtedness; and
- be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries (other than indebtedness and liabilities owed to us or one of our subsidiary guarantors).

As of June 30, 2016, on an as adjusted basis after giving effect to the notes offered hereby and the use of proceeds therefrom as described under Use of proceeds, as well as the indebtedness incurred under the

New Senior Secured Term Loan and the use of proceeds therefrom:

the notes and related guarantees would have been effectively senior in right of payment to $10.252 billion of unsecured debt, effectively equal in right of payment to approximately $4.026 billion of senior secured indebtedness under the cash flow credit facility, $12.600 billion of first lien notes and $261 million of other secured debt, and effectively subordinated in right of payment to $3.030 billion of indebtedness under the asset-based revolving credit facility, in each case to the extent of the collateral securing such indebtedness; and

Table of Contents

- the notes and related guarantees would have been structurally subordinated in right of payment to $348 million of other secured debt of our non-guarantor subsidiaries, which primarily represents capital leases; and

- we would have had an additional $1.763 billion of unutilized capacity under the senior secured revolving credit facility and $220 million of unutilized capacity under the asset-based revolving credit facility.

Guarantees

The notes will be fully and unconditionally guaranteed on a senior unsecured basis by HCA Holdings, Inc. and on a senior secured basis by each of our existing and future direct or indirect wholly owned domestic subsidiaries that guarantees our obligations under our senior secured credit facilities (except for certain special purpose subsidiaries that will only guarantee and pledge their assets under our asset-based revolving credit facility).

Ranking of the Notes Guarantees

Each subsidiary guarantee of the notes will:

- rank senior in right of payment to all existing and future subordinated indebtedness of the subsidiary guarantor;

- rank equally in right of payment with all existing and future senior indebtedness of the subsidiary guarantor;

- be effectively senior in right of payment to any guarantees of unsecured indebtedness to the extent of the value of the collateral securing the notes;

- be effectively equal in right of payment with the guarantees of the cash flow credit facility and the first lien notes to the extent of the subsidiary guarantor s collateral securing such indebtedness;

- be effectively subordinated in right of payment to the guarantees of the asset-based revolving credit facility to the extent of the subsidiary guarantor s collateral securing such indebtedness; and

- be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of its non-guarantor subsidiaries (other than indebtedness and liabilities owed to us or one of our subsidiary guarantors).

Any subsidiary guarantee of the notes will be released in the event such guarantee is released under the senior secured credit facilities.

As of and for the six months ended June 30, 2016, our non-guarantor subsidiaries accounted for approximately $10.205 billion, or 49.6%, of our total revenues, and approximately $1.917 billion, or 47.3%, of our total Adjusted EBITDA, and approximately $17.522 billion, or 52.8%, of our total assets, and approximately $7.110 billion, or 17.9%, of our total liabilities.

Table of Contents

Security	The notes and related subsidiary guarantees will be secured by first-priority liens, subject to permitted liens, on certain of the assets of HCA Inc. and the subsidiary guarantors that secure our cash flow credit facility and the first lien notes on a pari passu basis, including:

capital stock of substantially all wholly owned first-tier subsidiaries of HCA Inc. or of subsidiary guarantors of the first lien notes (but limited to 65% of the voting stock of any such wholly owned first-tier subsidiary that is a foreign subsidiary); and

substantially all tangible and intangible assets of HCA Inc. and each subsidiary guarantor, other than (1) other properties that do not secure our senior secured credit facilities, (2) deposit accounts, other bank or securities accounts and cash, (3) leaseholds and motor vehicles; provided that, with respect to the portion of the collateral comprised of real property, we will have up to 90 days following the issue date of the notes to complete those actions required to perfect the first-priority lien on such collateral and (4) certain receivables collateral that only secures our asset-based revolving credit facility, in each case subject to exceptions, and except that the lien on properties defined as principal properties under our existing indenture dated as of December 16, 1993, so long as such indenture remains in effect, will be limited to securing a portion of the indebtedness under the notes, our cash flow credit facility and the first lien notes that, in the aggregate, does not exceed 10% of our consolidated net tangible assets.

The notes and the related subsidiary guarantees will be secured by second-priority liens, subject to permitted liens, on certain receivables of HCA Inc. and the subsidiary guarantors that secure our asset-based revolving credit facility on a first-priority basis. See Description of the Notes Security.

In the event the notes have investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s, the collateral securing the notes and the related subsidiary guarantees will be released. In addition, to the extent the collateral is released as security for the senior secured credit facilities, it will also be released as security for the notes offered hereby and the related subsidiary guarantees. See Description of the Notes Certain covenants Covenant termination and release of Collateral.

Covenants	The indenture governing the notes will contain covenants limiting the Issuer s and certain of its subsidiaries ability to:

create liens on certain assets to secure debt;

engage in certain sale and lease-back transactions;

sell certain assets; and

consolidate, merge, sell or otherwise dispose of all or substantially all of its assets.

Table of Contents

These covenants are subject to a number of important limitations and exceptions. See Description of the Notes.

These covenants will cease to apply in the event that either (i) the notes have investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s or (ii) the collateral is released as security for the senior secured credit facilities, and instead, the covenants described below under Investment grade covenants will apply to the notes. See Description of the Notes Certain covenants Covenant termination and release of Collateral.

Investment Grade Covenants

Upon the occurrence of (i) the notes having investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s or (ii) release of the collateral under the senior secured credit facilities, the indenture governing the notes will only contain covenants limiting the Issuer s and certain of its subsidiaries ability to:

- create liens on certain assets to secure debt;
- engage in certain sale and lease back transactions; and
- consolidate, merge, sell or otherwise dispose of all or substantially all of its assets.

See Description of the Notes Certain covenants Investment grade covenants.

Optional Redemption

The Issuer may redeem the notes, at any time in whole or from time to time in part, at the redemption prices described in this prospectus supplement. See Description of the Notes Optional redemption.

Change of Control Offer

Upon the occurrence of a change of control, you will have the right, as holders of the notes, to require the Issuer to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date. See Description of the Notes Repurchase at the option of Holders Change of Control.

The Issuer may not be able to pay you the required price for notes you present to it at the time of a change of control, because:

- the Issuer may not have enough funds at that time; or
- the terms of our indebtedness under the senior secured credit facilities may prevent it from making such payment.

Your right to require the Issuer to repurchase the notes upon the occurrence of a change of control will cease to apply to the notes at all times during which such notes have investment grade ratings from both

Moody s Investors Service, Inc. and Standard & Poor s. See Description of the Notes Certain covenants Covenant suspension.

Table of Contents

No Prior Market	The notes will be new securities for which there is currently no established public market. Although the underwriters have informed the Issuer that they intend to make a market in the notes offered hereby, they are not obligated to do so, and they may discontinue market making activities at any time without notice. Accordingly, the Issuer cannot assure you that a liquid market for the notes will develop or be maintained.
Use of Proceeds	We estimate that our net proceeds from this offering, after deducting underwriter discounts and commissions and estimated offering expenses, will be approximately $1.186 billion.
	We intend to use the net proceeds of this offering to refinance a portion of the existing term loan B-4 facility and for general corporate purposes. See Use of proceeds and Capitalization.
Conflicts of Interest	Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, investment banking, commercial banking and other services for us for which they received or will receive customary fees and expenses. Affiliates of certain of the underwriters that are lenders and/or agents under our cash flow credit facility may receive a portion of the net proceeds of this offering in connection with the proposed refinancing of our existing term loan B-4 facility. See Underwriting.

Risk factors

You should consider carefully all of the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus and, in particular, should evaluate the specific factors set forth and incorporated by reference in the section entitled Risk Factors, including the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2015, for an explanation of certain risks of investing in the notes, including risks related to our industry and business.

Table of Contents

Summary financial data

The following table sets forth our summary financial and operating data as of and for the periods indicated. The financial data as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013 have been derived from our consolidated financial statements incorporated by reference into this prospectus supplement, which have been audited by Ernst & Young LLP, independent registered public accounting firm. The financial data as of December 31, 2013 have been derived from our consolidated financial statements audited by Ernst & Young LLP that are not included or incorporated by reference herein.

The summary financial data as of June 30, 2016 and for the six months ended June 30, 2016 and 2015 have been derived from our unaudited condensed consolidated financial statements incorporated by reference in this prospectus supplement. The summary financial data as of June 30, 2015 have been derived from our unaudited condensed consolidated financial statements that are not included or incorporated by reference herein. The unaudited financial data presented have been prepared on a basis consistent with our audited consolidated financial statements. In the opinion of management, such unaudited financial data reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year or any future period.

The summary financial and operating data should be read in conjunction with Selected Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations, our consolidated financial statements and the related notes thereto and our unaudited condensed consolidated financial statements and the related notes thereto incorporated by reference into this prospectus supplement.

	Years ended December 31,			Six months ended June 30,	
	2015	2014	2013	2016	2015
				(unaudited)	
	(dollars in millions)				
Income Statement Data:					
Revenues before provision for doubtful accounts	$ 43,591	$ 40,087	$ 38,040	$ 22,131	$ 21,254
Provision for doubtful accounts	3,913	3,169	3,858	1,552	1,681
Revenues	39,678	36,918	34,182	20,579	19,573
Salaries and benefits	18,115	16,641	15,646	9,393	8,890
Supplies	6,638	6,262	5,970	3,432	3,308
Other operating expenses	7,103	6,755	6,237	3,730	3,472
Electronic health record incentive income	(47)	(125)	(216)	(9)	(37)
Equity in earnings of affiliates	(46)	(43)	(29)	(22)	(29)
Depreciation and amortization					