

HENNESSY NEIL J
Form 4
October 01, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
HENNESSY NEIL J

2. Issuer Name and Ticker or Trading Symbol
HENNESSY ADVISORS INC
[HNNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7250 REDWOOD BLVD., SUITE 200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

NOVATO, CA 94945

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/30/2018		F(1)	1,951.5 D \$ 13.85	2,300,514.5	D	
Common Stock					25,312	I	By spouse

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

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 control number.

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY NEIL J 7250 REDWOOD BLVD., SUITE 200 NOVATO, CA 94945	X	X	CEO	

Signatures

/s/ Peter D. Fetzer, Attorney-in-Fact for Neil J.
Hennessy

10/01/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Represents shares withheld for payment of taxes incident to the vesting of restricted shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. : block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left">-0-

8.
Shared Dispositive Power
271,520,533*

9.
Aggregate Amount Beneficially Owned by Each Reporting Person
271,520,533*

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

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

62.2%**

12.

Type of Reporting Person (See Instructions)

HC

*Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC and 171,623 shares of HCA Holdings, Inc. held directly Merrill Lynch Ventures L.P. 2001 as of December 31, 2011. See Item 4 of the Statement on Schedule 13G.

**The calculation of the foregoing percentage is based on 436,557,300 shares of voting common stock outstanding as of October 31, 2011 as reported in the HCA Holdings, Inc. Quarterly report on Form 10-Q for the period ended September 30, 2011 as filed with the Securities and Exchange Commission on November 9, 2011.

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CUSIP No. 40412C101

1. Name of Reporting Person
Merrill Lynch & Co., Inc
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
-0-
6. Shared Voting Power
271,520,533
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
271,520,533
9. Aggregate Amount Beneficially Owned by Each Reporting Person
271,520,533*
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)
62.2%**
12. Type of Reporting Person (See Instructions)
CO

*Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC and 171,623 shares of HCA Holdings, Inc. held directly Merrill Lynch Ventures L.P. 2001 as of December 31, 2011. See Item 4 of the Statement on Schedule 13G.

**The calculation of the foregoing percentage is based on 436,557,300 shares of voting common stock outstanding as of October 31, 2011 as reported in the HCA Holdings, Inc. Quarterly report on Form 10-Q for the period ended September 30, 2011 as filed with the Securities and Exchange Commission on November 9, 2011.

CUSIP No. 40412C101

1. Name of Reporting Person
Merrill Lynch Group, Inc.
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
-0-
6. Shared Voting Power
271,520,533
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
271,520,533
9. Aggregate Amount Beneficially Owned by Each Reporting Person
271,520,533*
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)
62.2%**
12. Type of Reporting Person (See Instructions)
CO

*Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC and 171,623 shares of HCA Holdings, Inc. held directly Merrill Lynch Ventures L.P. 2001 as of December 31, 2011. See Item 4 of the Statement on Schedule 13G.

**The calculation of the foregoing percentage is based on 436,557,300 shares of voting common stock outstanding as of October 31, 2011 as reported in the HCA Holdings, Inc. Quarterly report on Form 10-Q for the period ended September 30, 2011 as filed with the Securities and Exchange Commission on November 9, 2011.

CUSIP No. 40412C101

1. Name of Reporting Person
Merrill Lynch Ventures, 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
-0-
6. Shared Voting Power
271,520,533
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
271,520,533
9. Aggregate Amount Beneficially Owned by Each Reporting Person
271,520,533*
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)
62.2%**
12. Type of Reporting Person (See Instructions)
OO

*Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC and 171,623 shares of HCA Holdings, Inc. held directly Merrill Lynch Ventures L.P. 2001 as of December 31, 2011. See Item 4 of the Statement on Schedule 13G.

**The calculation of the foregoing percentage is based on 436,557,300 shares of voting common stock outstanding as of October 31, 2011 as reported in the HCA Holdings, Inc. Quarterly report on Form 10-Q for the period ended September 30, 2011 as filed with the Securities and Exchange Commission on November 9, 2011.

CUSIP No. 40412C101

1. Name of Reporting Person
Merrill Lynch Ventures L.P. 2001
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
-0-
6. Shared Voting Power
271,520,533
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
271,520,533
9. Aggregate Amount Beneficially Owned by Each Reporting Person
271,520,533*
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)
62.2%**
12. Type of Reporting Person (See Instructions)
PN

*Represents the aggregate number of shares of common stock of HCA Holdings, Inc. held by Hercules Holding II, LLC and 171,623 shares of HCA Holdings, Inc. held directly Merrill Lynch Ventures L.P. 2001 as of December 31, 2011. See Item 4 of the Statement on Schedule 13G.

**The calculation of the foregoing percentage is based on 436,557,300 shares of voting common stock outstanding as of October 31, 2011 as reported in the HCA Holdings, Inc. Quarterly report on Form 10-Q for the period ended September 30, 2011 as filed with the Securities and Exchange Commission on November 9, 2011.

CUSIP No. 40412C101

STATEMENT ON SCHEDULE 13G

Pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the “Act”), and as provided in the Joint Filing Agreement filed as Exhibit 1 to this Statement on Schedule 13G (this “Schedule 13G”), each of the persons listed below under Item 2 (each a “Reporting Person,” and collectively the “Reporting Persons”), have agreed to file one statement with respect to their ownership of common stock, par value \$0.01 per share (the “Shares”), of HCA Holdings, Inc. (the “Issuer”).

Item 1.

(a) Name of Issuer:

HCA Holdings, Inc.

(b) Address of Issuer’s Principal Executive Offices:

One Park Plaza
Nashville, Tennessee 37203

Item 2.

(a) Name of Person Filing:

Bank of America Corporation
Merrill Lynch & Co., Inc.
Merrill Lynch Group, Inc.
Merrill Lynch Ventures, LLC
Merrill Lynch Ventures L.P. 2001

(b) Address of Principal Business Office, or, if None, Residence:

100 N Tryon Street
Charlotte, NC 28255

(c) Citizenship:

See Item 4 of each cover page.

(d) Title of Class of Securities:

Common stock, \$0.01 par value per share.

Explanation of Responses:

(e) CUSIP Number:

444119109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

Not applicable.

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CUSIP No. 40412C101

Item 4. Ownership.

(a) Amount beneficially owned:

Hercules Holding II, LLC (“Hercules”) holds 271,348,910 Shares, which represents 62.2% of the outstanding Shares of the Issuer. The membership units of Hercules are held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Dr. Thomas F. Frist, Jr., the founder of the Issuer, as well as Merrill Lynch Ventures L.P. 2001 (“ML Ventures L.P.”). Such holders of Hercules’ units are parties to the limited liability company agreement of Hercules, dated as of November 17, 2006, as amended (the “Hercules LLC Agreement”).

Each member of the investment group and its affiliates may be deemed to be a member of a group exercising voting and investment control over the Shares held by Hercules. However, each such person disclaims membership in any such group and disclaims beneficial ownership of the Shares beneficially owned by the other persons who may be deemed to be members of such group.

In addition, as of December 31, 2011, ML Ventures L.P. held an additional 171,623 Shares of the Issuer directly. ML Ventures L.P. subsequently sold these shares on January 24, 2012 as described in the Form 4 filed by Bank of America Corporation on January 26, 2012. On February 9, 2012, Hercules distributed 170,877 Shares to ML Ventures L.P. and as of such date ML Ventures L.P. held a total of 3,358,710 Shares (170,877 directly and 3,187,833 as a result of its ownership of units of Hercules).

See below.

(b) Percent of class: See below.

(c) Number of shares as to which the person has:

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

Zero.

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

See below.

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

171,623

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

See below.

Explanation of Responses:

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As of December 31, 2011, each of the Reporting Persons directly owned of record the number and percentage of issued and outstanding units of Hercules and the number and percentage of Shares of the Issuer listed opposite its name:

Reporting Person	Number of Shares Held as Hercules Units	Percentage of Hercules Units(1)	Number of Shares Owned Directly	Total Percentage of Issuer Shares Owned(2)
Bank of America Corporation(3)	0	0	0	0
Merrill Lynch & Co., Inc.(4)	0	0	0	0
Merrill Lynch Group, Inc.(5)	0	0	0	0
Merrill Lynch Ventures, LLC(6)	0	0	0	0
Merrill Lynch Ventures L.P. 2001(7)	3,358,710	1.24%%	171,623	0.81%

(1) Based on a total of 271,348,910 membership units of Hercules outstanding as of December 31, 2011.

(2) The calculation of the foregoing percentage is based on 436,557,300 shares of voting common stock outstanding as of October 31, 2011 as reported in the HCA Holdings, Inc. Quarterly report on Form 10-Q for the period ended September 30, 2011 as filed with the Securities and Exchange Commission on November 9, 2011.

(3) BAC, a Delaware corporation, is the ultimate parent company of each of the other Reporting Persons. Its specific relationship to the other Reporting Persons is explained below. As the ultimate parent company of the other Reporting Persons, as of December 31, 2011, it may be deemed to beneficially own 3,530,333 Shares, representing 0.81% of the outstanding Shares of the Issuer. BAC expressly disclaims beneficial ownership of the Shares held by the other Reporting Persons.

(4) Merrill Lynch & Co., Inc. ("ML&Co"), a Delaware corporation, is a wholly owned subsidiary of BAC. Its specific relationship to the other Reporting Persons (other than BAC) is explained below. Because of such relationship, it may be deemed to beneficially own 3,530,333 Shares, representing 0.81% of the outstanding Shares of the Issuer. ML&Co hereby expressly disclaims beneficial ownership of the Shares held by the other Reporting Persons.

(5) Merrill Lynch Group, Inc. ("ML Group"), a Delaware corporation, is a wholly owned subsidiary of ML&Co. Its specific relationship to the other Reporting Persons (other than BAC and ML&Co) is explained below. Because of such relationship, it may be deemed to beneficially own 3,530,333 Shares, representing 0.81% of the outstanding Shares of the Issuer. ML Group hereby expressly disclaims beneficial ownership of the Shares held

Explanation of Responses:

by the other Reporting Persons.

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(6) Merrill Lynch Ventures, LLC (“ML Ventures LLC”), a Delaware limited liability company, is a wholly owned subsidiary of ML Group. It is also the sole general partner of ML Ventures LP (as defined below) and as such may be deemed to beneficially own all the 3,530,333 Shares (representing 0.81% of the outstanding Shares of the Issuer) owned by ML Ventures L.P. ML Ventures LLC hereby expressly disclaims beneficial ownership of Shares held by the Reporting Persons.

(7) ML Ventures L.P. is a Delaware limited partnership. Its decisions regarding the voting or disposition of shares of its portfolio investments (including its investment in the Issuer) are made by the management and investment committee of the board of directors of ML Ventures LLC. ML Ventures L.P. hereby expressly disclaims beneficial ownership of the Shares held by the other Reporting Persons.

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

Not applicable.

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.

See Item 4(a).

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CUSIP No. 40412C101

The table below sets forth the persons that may be deemed to be a member of such group, based solely on information received from such persons:

Affiliates of Bain Capital Investors, LLC	Affiliates of Kohlberg Kravis Roberts & Co. L.P.	Affiliates of Dr. Thomas F. Frist, Jr.
Bain Capital Investors LLC	KKR Millennium Fund L.P.	Dr. Thomas F. Frist, Jr.
BCIP TCV, LLC	KKR Associates Millennium L.P.	Thomas F. Frist, III
Bain Capital Integral Investors, LLC	KKR Millennium GP LLC	Patricia C. Frist
Bain Capital Hercules Investors, LLC	KKR 2006 Fund L.P.	Patricia F. Elcan
	KKR Associates 2006 L.P.	Frisco, Inc.
	KKR 2006 GP LLC	Frisco Partners
	OPERF Co-Investment L.L.C.	William R. Frist
	KKR PEI Investments, L.P.	
	KKR PEI Associates, L.P.	
	KKR PEI GP Limited	
	Kohlberg Kravis Roberts & Co. L.P.	
	KKR & Co. L.L.C.	
	KKR Partners III, L.P.	
	KKR III GP L.L.C.	

Each such person has separately complied with its Schedule 13G reporting obligations with respect to the Issuer.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

CUSIP No. 40412C101

SIGNATURES

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 14, 2012

BANK OF AMERICA CORPORATION

By:/s/ Michael Didovic
Name: Michael Didovic
Title: Authorized Signatory

MERRILL LYNCH & CO., INC

By:/s/ Lawrence Emerson
Name: Lawrence Emerson
Title: Attorney-In-Fact

MERRILL LYNCH GROUP, INC.

By:/s/ Margaret Nelson
Name: Margaret Nelson
Title: Authorized Signatory

MERRILL LYNCH VENTURES, LLC

By:/s/ Margaret Nelson
Name: Margaret Nelson
Title: Vice President and Secretary

MERRILL LYNCH VENTURES L.P. 2001

By: Merrill Lynch Ventures, LLC, its general partner

By:/s/ Margaret Nelson
Name: Margaret Nelson
Title: Vice President and Secretary

CUSIP No. 40412C101

EXHIBITS

Exhibit
Number

Title

1 Joint Filing Agreement

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