HILTON HOTELS CORP Form 8-K November 20, 2002

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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): November 19, 2002

Hilton Hotels Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

1-3427 (Commission File Number) 9336 Civic Center Drive Beverly Hills, California 90210 **36-2058176** (IRS Employer Identification No.)

(Address of principal executive offices)(Zip Code)

(310) 278-4321

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

Registrant's Prospectus Supplement dated November 19, 2002 with respect to the pricing of \$375,000,000 aggregate principal amount of 75/8% Senior Notes due December 1, 2012 is attached hereto as Exhibit 99.01 and incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- 7(c) Exhibits
 - 99.01 Prospectus Supplement.

2

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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.

Dated: November 20, 2002

HILTON HOTELS CORPORATION

By /s/ MATTHEW J. HART

Matthew J. Hart Executive Vice President and Chief Financial Officer 3

QuickLinks

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