

BROOKWOOD MEDICAL CENTER OF GULFPORT INC

Form 424B5

February 08, 2012

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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-175791

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⁾
5.875% Senior Secured Notes due 2022	\$1,350,000,000	100.00%	\$1,350,000,000	\$154,710

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

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Prospectus Supplement to Prospectus dated July 26, 2011

\$1,350,000,000

HCA Inc.

5.875% Senior Secured Notes due 2022

HCA Inc. is offering \$1,350,000,000 aggregate principal amount of 5.875% senior secured notes due 2022, which we refer to as the notes. The notes will bear interest at a rate of 5.875% per annum. HCA Inc. will pay interest on the notes semi-annually, in cash in arrears, on March 15 and September 15 of each year, beginning on September 15, 2012. The notes will mature on March 15, 2022.

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 future senior indebtedness and senior to any of its future subordinated indebtedness. 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 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 (other than any European collateral securing the European term loan) 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 for general corporate purposes, which may include the repayment, redemption or repurchase of its existing indebtedness and/or the financing of the special dividend payable in February 2012 to shareholders of HCA Holdings, Inc.

Investing in the notes involves risks. See Risk Factors beginning on page S-20.

Neither the Securities and Exchange Commission nor any 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.

	Per Note	Total
Initial public offering price	100%	\$ 1,350,000,000
Underwriting discount	1.125%	\$ 15,187,500
Proceeds, before expenses, to us	98.875%	\$ 1,334,812,500

The initial public offering price set forth above does not include accrued interest, if any. Interest on the notes will accrue from February 16, 2012 and must be paid by the purchasers if the notes are delivered after February 16, 2012.

The underwriters expect to deliver the notes to investors on or about February 16, 2012 in book-entry form only through the facilities of The Depository Trust Company.

Joint Book-Running Managers

Goldman, Sachs & Co.

Barclays Capital

BofA Merrill Lynch

Citigroup

J.P. Morgan

Credit Suisse

Deutsche Bank Securities

Morgan Stanley

Wells Fargo Securities

Co-Managers

Credit Agricole CIB

RBC Capital Markets
Prospectus Supplement dated February 7, 2012

SunTrust Robinson Humphrey

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You should rely only on the information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither HCA Inc. nor the underwriters has 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 is 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.

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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 Securities and Exchange Commission. 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 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 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.

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 all statements that do not relate solely to historical or current facts, and you can identify forward-looking statements because they contain words such as **believes**, **expects**, **may**, **will**, **should**, **seeks**, **approximately**, **intends**, **plans**, **estimates**,

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projects, continue, initiative or anticipates or similar expressions that concern our prospects, objectives, strategies, plans or intentions. All statements made relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to the impact of existing or proposed laws or regulations described or incorporated by reference in this prospectus supplement and the accompanying prospectus are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect our actual results.

Some of the important factors that could cause actual results to differ materially from our expectations are disclosed under **Risk Factors** and elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements.

We do not undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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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 section entitled Risk Factors.

As used herein, unless otherwise stated or indicated by context, references to (i) the Issuer refer to HCA Inc. and its affiliates, (ii) HCA Holdings, Inc. refer to HCA Holdings, Inc., parent of HCA Inc., and its affiliates and (iii) the Company, HCA, we, our or us refer to HCA Inc. and its affiliates prior to the Corporate Reorganization (as defined herein) and to HCA Holdings, Inc. and its affiliates upon the consummation of the Corporate Reorganization. The term affiliates 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 U.S. 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 September 30, 2011, we operated a diversified portfolio of 164 hospitals (with approximately 42,000 beds) and 112 freestanding surgery centers across 20 states throughout the U.S. 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 14 of the top 25 fastest growing markets with populations greater than 500,000 in the U.S. 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 nine months ended September 30, 2011, we generated revenues of \$21.913 billion, net income attributable to HCA Holdings, Inc. of \$530 million and Adjusted EBITDA of \$4.422 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

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our operating effectiveness, cost efficiency and overall financial results. We have also created a subsidiary, Parallon Business Solutions, that offers certain of these component services to other health care companies.

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 20 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.

On November 17, 2006, HCA Inc. was acquired by a private investor group, including affiliates of or funds sponsored by Bain Capital Partners, LLC, Kohlberg Kravis Roberts & Co. and HCA founder Dr. Thomas F. Frist, Jr., and by members of management and certain other investors. We refer to the merger, the financing transactions related to the merger and other related transactions collectively as the Recapitalization.

Since the Recapitalization, we have achieved substantial operational and financial progress. During this time, we have made significant investments in expanding our service lines and expanding our alignment with highly specialized and primary care physicians. In addition, we have enhanced our operating efficiencies through a number of corporate cost-saving initiatives and an expansion of our support infrastructure. We have made investments in information technology to optimize our facilities and systems. We have also undertaken a number of initiatives to improve clinical quality and patient satisfaction. As a result of these initiatives, our financial performance improved significantly from the year ended December 31, 2007, the first full year following the Recapitalization, to the year ended December 31, 2010, with revenues growing by \$3.825 billion, net income attributable to HCA Holdings, Inc. increasing by \$333 million and Adjusted EBITDA increasing by \$1.276 billion. This represents compounded annual growth rates on these key metrics of 4.5%, 11.4% and 8.5%, respectively

Our Industry

We believe well-capitalized, comprehensive and integrated health care delivery providers are well-positioned to benefit from the current industry trends, some of which include:

Aging Population and Continued Growth in the Need for Health Care Services. According to the U.S. Census Bureau, the demographic age group of persons aged 65 and over is expected to experience compounded annual growth of 3.0% over the next 20 years, and constitute 19.3% of the total U.S. population by 2030. The Centers for Medicare & Medicaid Services (CMS) projects continued increases in hospital services based on the aging of the U.S. population, advances in medical procedures, expansion of health coverage, increasing consumer demand for expanded medical services and increased prevalence of chronic conditions such as diabetes, heart disease and obesity. We believe these factors will continue to drive increased utilization of health care services and the need for comprehensive, integrated hospital networks that can provide a wide array of essential and sophisticated health care.

Continued Evolution of Quality-Based Reimbursement Favors Large-Scale, Comprehensive and Integrated Providers. We believe the U.S. health care system is continuing to evolve in ways that favor large-scale, comprehensive and integrated providers that provide high levels of quality care. Specifically, we believe there are a number of initiatives that will continue to gain importance in the foreseeable future, including introduction of value-based payment methodologies tied to performance, quality and coordination of care, implementation of integrated electronic health records and information, and an increasing ability for patients and consumers to make choices

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about all aspects of health care. We believe our company is well positioned to respond to these emerging trends and has the resources, expertise and flexibility necessary to adapt in a timely manner to the changing health care regulatory and reimbursement environment.

Impact of Health Reform Law. The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the Health Reform Law), will change how health care services are covered, delivered and reimbursed. It will do so through expanded coverage of uninsured individuals, significant reductions in the growth of Medicare program payments, material decreases in Medicare and Medicaid disproportionate share hospital (DSH) payments, and the establishment of programs where reimbursement is tied in part to quality and integration. The Health Reform Law, as enacted, is expected to expand health insurance coverage to approximately 32 to 34 million additional individuals through a combination of public program expansion and private sector health insurance reforms. We believe the expansion of private sector and Medicaid coverage will, over time, increase our reimbursement related to providing services to individuals who were previously uninsured. On the other hand, the reductions in the growth in Medicare payments and the decreases in DSH payments will adversely affect our government reimbursement. Because of the many variables involved, including pending court challenges, the potential for changes to the law as a result and efforts to amend or repeal the law, we are unable to predict the net impact of the Health Reform Law on us; however, we believe our experienced management team, emphasis on quality care and diverse service offerings will enable us to capitalize on the opportunities presented by the Health Reform Law, as well as adapt in a timely manner to its challenges.

Our Competitive Strengths

We believe our key competitive strengths include:

Largest Comprehensive, Integrated Health Care Delivery System. We are the largest non-governmental hospital operator in the U.S., providing approximately 4% to 5% of all U.S. hospital services through our national footprint. The scope and scale of our operations, evidenced by the types of facilities we operate, the diverse medical specialties we offer and the numerous patient care access points we provide, enable us to provide a comprehensive range of health care services in a cost-effective manner. As a result, we believe the breadth of our platform is a competitive advantage in the marketplace enabling us to attract patients, physicians and clinical staff while also providing significant economies of scale and increasing our relevance with commercial payers.

Reputation for High Quality Patient-Centered Care. Since our founding, we have maintained an unwavering focus on patients and clinical outcomes. We believe clinical quality influences physician and patient choices about health care delivery. We align our quality initiatives throughout the organization by engaging corporate, local, physician and nurse leaders to share best practices and develop standards for delivering high quality care. We have invested extensively in quality of care initiatives, with an emphasis on implementing information technology and adopting industry-wide best practices and clinical protocols. As a result of these efforts, we have achieved significant progress in clinical quality. As measured by the CMS clinical core measures reported on the CMS Hospital Compare website and based on publicly available data for the twelve months ended December 31, 2010, our hospitals achieved a composite score of 98.7% of the CMS core measures versus the national average of 96.0%, making us among the top performing major health systems in the U.S. In addition, as required by the Health Reform Law, CMS will establish a value-based purchasing system and will adjust hospital payment rates based on hospital-acquired conditions and hospital readmissions. We also believe our quality initiatives favorably position us in a payment environment that is increasingly performance-based.

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Leading Local Market Positions in Large, Growing, Urban Markets. Over our history, we have sought to selectively expand and upgrade our asset base to create a premium portfolio of assets in attractive growing markets. As a result, we have a strong market presence in 14 of the top 25 fastest growing markets with populations greater than 500,000 in the U.S. In addition, we currently operate in 19 markets with populations of one million or more, with all but two of these markets projecting growth above the national average from 2011 to 2016. Our inpatient market share places us first or second in many of our key markets. We believe the strength and stability of these market positions will create organic growth opportunities and allow us to develop long-term relationships with patients, physicians, large employers and third-party payers.

Diversified Revenue Base and Payer Mix. We believe our broad geographic footprint, varied service lines and diverse revenue base mitigate our risks in numerous ways. Our diversification limits our exposure to competitive dynamics and economic conditions in any single local market, reimbursement changes in specific service lines and disruptions with respect to payers such as state Medicaid programs or large commercial insurers. We have a diverse portfolio of assets with no single facility contributing more than 2.3% of our revenues and no single metropolitan statistical area contributing more than 8.0% of revenues for the year ended December 31, 2010. We have also developed a highly diversified payer base, including approximately 3,000 managed care contracts, with no single commercial payer representing more than 8% of revenues for the year ended December 31, 2010. In addition, we are one of the country's largest providers of outpatient services, which accounted for approximately 36% of our revenues for the year ended December 31, 2010. We believe the geographic diversity of our markets and the scope of our inpatient and outpatient operations help reduce volatility in our operating results.

Scale and Infrastructure Drive Cost Savings and Efficiencies. Our scale allows us to leverage our support infrastructure to achieve significant cost savings and operating efficiencies, thereby driving margin expansion. We strategically manage our supply chain through centralized purchasing and supply warehouses, as well as our revenue cycle through centralized billing, collections and health information management functions. We also manage the provision of information technology through a combination of centralized systems with regional service support as well as centralize many other clinical and corporate functions, creating economies of scale in managing expenses and business processes. In addition to the cost savings and operating efficiencies, this support infrastructure simultaneously generates revenue from third parties that utilize our services.

Well-Capitalized Portfolio of High Quality Assets. In order to expand the range and improve the quality of services provided at our facilities, we invested over \$7.3 billion in our facilities and information technology systems over the five-year period ended September 30, 2011. We believe our significant capital investments in these areas will continue to attract new and returning patients, attract and retain high quality physicians, maximize cost efficiencies and address the health care needs of our local communities. Furthermore, we believe our platform, as well as electronic health record infrastructure, national research and physician management capabilities, provide a strategic advantage by enhancing our ability to capitalize on anticipated incentives through the Health Information Technology for Economic and Clinical Health Act (HITECH) provisions of the American Recovery and Reinvestment Act of 2009 (ARRA) and position us well in an environment that increasingly emphasizes quality, transparency and coordination of care.

Strong Operating Results and Cash Flows. Our leading scale, diversification, favorable market positions, dedication to clinical quality and focus on operational efficiency have enabled us to achieve attractive historical financial performance even during the most recent economic period. In the nine months ended September 30, 2011, we generated net income attributable to HCA Holdings, Inc. of \$530 million, Adjusted EBITDA of \$4.422 billion and cash flows from operating activities of \$2.546 billion. Our ability to generate strong and consistent cash flow from operations

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has enabled us to invest in our operations, reduce our debt, enhance earnings per share and continue to pursue attractive growth opportunities.

Proven and Experienced Management Team. We believe the extensive experience and depth of our management team are a distinct competitive advantage in the complicated and evolving industry in which we compete. Our CEO and Chairman of the Board of Directors, Richard M. Bracken, began his career with our company over 30 years ago and has held various executive positions with us over that period, including, most recently, as our President and Chief Operating Officer. Our President, Chief Financial Officer and Director, R. Milton Johnson, joined our company over 29 years ago and has held various positions in our financial operations since that time. Our Group Presidents average approximately 20 years of experience with our company. Members of our senior management hold significant equity interests in our company, further aligning their long-term interests with those of our stockholders.

Our Growth Strategy

We are committed to providing the communities we serve with high quality, cost-effective health care while growing our business, increasing our profitability and creating long-term value for our stockholders. To achieve these objectives, we align our efforts around the following growth agenda:

Grow Our Presence in Existing Markets. We believe we are well positioned in a number of large and growing markets that will allow us the opportunity to generate long-term, attractive growth through the expansion of our presence in these markets. We plan to continue recruiting and strategically collaborating with the physician community and adding attractive service lines such as cardiology, emergency services, oncology and women's services. Additional components of our growth strategy include expanding our footprint through developing various outpatient access points, including surgery centers, rural outreach, freestanding emergency departments and walk-in clinics. Since our Recapitalization, we have invested significant capital into these markets and expect to continue to see the benefit of this investment.

Achieve Industry-Leading Performance in Clinical and Satisfaction Measures. Achieving high levels of patient safety, patient satisfaction and clinical quality are central goals of our business model. To achieve these goals, we have implemented a number of initiatives including infection reduction initiatives, hospitalist programs, advanced health information technology and evidence-based medicine programs. We routinely analyze operational practices from our best-performing hospitals to identify ways to implement organization-wide performance improvements and reduce clinical variation. We believe these initiatives will continue to improve patient care, help us achieve cost efficiencies, grow our revenues and favorably position us in an environment where our constituents are increasingly focused on quality, efficacy and efficiency.

Recruit and Employ Physicians to Meet Need for High Quality Health Services. We depend on the quality and dedication of the health care providers and other team members who serve at our facilities. We believe a critical component of our growth strategy is our ability to successfully recruit and strategically collaborate with physicians and other professionals to provide high quality care. We attract and retain physicians by providing high quality, convenient facilities with advanced technology, by expanding our specialty services and by building our outpatient operations. We believe our continued investment in the employment, recruitment and retention of physicians will improve the quality of care at our facilities.

Continue to Leverage Our Scale and Market Positions to Enhance Profitability. We believe there is significant opportunity to continue to grow the profitability of our company by fully leveraging the scale and scope of our franchise. We are currently pursuing next generation performance improvement initiatives such as contracting for services on a multistate basis and expanding our

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support infrastructure for additional clinical and support functions, such as physician credentialing, medical transcription and electronic medical recordkeeping. We believe our centrally managed business processes and ability to leverage cost-saving practices across our extensive network will enable us to continue to manage costs effectively. We have created a subsidiary, Parallon Business Solutions, to leverage key components of our support infrastructure, including revenue cycle management, health care group purchasing, supply chain management and staffing functions, by offering these services to other hospital companies.

Selectively Pursue a Disciplined Development Strategy. We continue to believe there are significant growth opportunities in our markets. We will continue to provide financial and operational resources to successfully execute on our in-market opportunities. To complement our in-market growth agenda, we intend to focus on selectively developing and acquiring new hospitals, outpatient facilities and other health care service providers. We believe the challenges faced by the hospital industry may spur consolidation and we believe our size, scale, national presence and access to capital will position us well to participate in any such consolidation. We have a strong record of successfully acquiring and integrating hospitals and entering into joint ventures and intend to continue leveraging this experience.

Recent Developments

On February 6, 2012, we announced our results of operations for the quarter and year ended December 31, 2011. For the year ended December 31, 2011, we generated revenues of \$29.682 billion, net income attributable to HCA Holdings, Inc. of \$2.465 billion and Adjusted EBITDA of \$6.061 billion. As of December 31, 2011, we operated 163 hospitals and 108 freestanding surgery centers. For further information regarding these results, see [Recent Developments](#).

On February 6, 2012, we announced that our Board of Directors declared a special cash dividend of \$2.00 per share to be paid to shareholders of record as of February 16, 2012 with a payment date of February 29, 2012 (the [February special dividend](#)). The dividend is expected to be funded through existing cash, borrowings under our credit facilities and/or the proceeds from the notes offered hereby.

On October 14, 2011, we completed the purchase of the Colorado Health Foundation's 40 percent ownership of the HealthONE joint venture for \$1.45 billion. We recognized a \$1.522 billion gain during the fourth quarter of 2011 due to the remeasurement of our previous equity investment in the HealthONE joint venture based upon our acquisition of the Colorado Health Foundation's ownership interest and the resulting consolidation of the entire enterprise at estimated fair value.

On October 3, 2011, we issued \$500,000,000 aggregate principal amount of 8.00% senior notes due 2018 (the [October notes offering](#)).

Corporate Reorganization

On November 22, 2010, HCA Inc. reorganized by creating a new holding company structure (the [Corporate Reorganization](#)), pursuant to which HCA Holdings, Inc. became the new parent company, and HCA Inc. became HCA Holdings, Inc.'s wholly-owned direct subsidiary. As part of the Corporate Reorganization, HCA Inc.'s outstanding shares of capital stock were automatically converted, on a share for share basis, into identical shares of HCA Holdings, Inc.'s common stock, and HCA Holdings, Inc. became a guarantor but did not assume the debt of HCA Inc.'s outstanding secured notes and is not subject to the covenants contained in the indentures governing such secured notes. See [Description of Other Indebtedness](#).

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Through our predecessors, we commenced operations in 1968. HCA Inc. 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 37201, and our telephone number is (615) 344-9551.

Corporate Structure

The indebtedness figures in the diagram below are as of September 30, 2011, and give effect to the October notes offering and the indebtedness incurred under the notes offered hereby. 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) In connection with the Corporate Reorganization, HCA Holdings, Inc. became a guarantor of all of HCA Inc.'s then outstanding secured notes but is not subject to the covenants that apply to HCA Inc. or HCA Inc.'s restricted subsidiaries under those notes.

- (2) Consists of (i) a \$2.500 billion asset-based revolving credit facility maturing on September 30, 2016 (the "asset-based revolving credit facility") (\$1.730 billion outstanding at September 30, 2011); (ii) a \$2.000 billion senior secured revolving credit facility maturing on November 17, 2015 (the "senior secured revolving credit facility") (\$460 million outstanding at September 30, 2011, without giving effect to outstanding letters of credit); (iii) a \$443 million senior secured term loan A-1 facility maturing on November 17, 2012; (iv) a \$579 million senior secured term loan A-2 facility maturing on May 2, 2016; (v) a \$1.689 billion senior secured term loan B-1 facility maturing on November 17, 2013; (vi) a \$2.000 billion senior secured term loan B-2 facility maturing on March 31, 2017; (vii) a \$2.373 billion senior secured term loan B-3 facility maturing on May 1, 2018; and (viii) a 291 million, or \$389 million-equivalent, senior secured European term loan facility maturing on November 17, 2013. We refer to the facilities described under (ii) through (viii) above, collectively, as the "cash flow credit facility" and, together with the asset-based revolving credit facility, the "senior secured credit facilities." Does not give effect to amounts drawn under the revolving credit facility subsequent to September 30, 2011 to fund our acquisition of HCA-HealthONE LLC or amounts anticipated to be drawn under the revolving credit facility to fund the February special dividend. See "Summary Recent Developments." As of December 31, 2011, there was \$2.155 billion outstanding under the asset-based revolving credit facility, the senior

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secured revolving credit facility was undrawn (without giving effect to outstanding letters of credit) and total borrowing capacity under our senior secured credit facilities (after giving effect to outstanding letters of credit and borrowing base limitations) was \$2.137 billion (\$202 million under the asset-based revolving credit facility and \$1.935 billion under the senior secured revolving credit facility).

- (3) Consists of (i) \$1.500 billion aggregate principal amount of 8^{1/2}% first lien notes due 2019 that HCA Inc. issued in April 2009 (the April 2009 first lien notes); (ii) \$1.250 billion aggregate principal amount of 7^{7/8}% first lien notes due 2020 that HCA Inc. issued in August 2009 (the August 2009 first lien notes); (iii) \$1.400 billion aggregate principal amount of 7^{1/4}% first lien notes due 2020 that HCA Inc. issued in March 2010 (the March 2010 first lien notes); (iv) \$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 and, collectively with the April 2009 first lien notes, the August 2009 first lien notes and the March 2010 first lien notes, the first lien notes); and (v) \$71 million of unamortized debt discounts that reduce the existing indebtedness.
- (4) Consists of (i) \$201 million aggregate principal amount of 9^{7/8}% second lien notes due 2017 and (ii) \$5 million of unamortized debt discounts that reduce the existing indebtedness. We refer to these notes as the second lien notes.
- (5) Consists of HCA Inc. s (i) \$500 million aggregate principal amount of 8.00% senior notes due 2018 issued in October 2011; (ii) an aggregate principal amount of \$246 million medium-term notes with maturities ranging from 2014 to 2025 and a weighted average interest rate of 8.28%; (iii) an aggregate principal amount of \$886 million debentures with maturities ranging from 2015 to 2095 and a weighted average interest rate of 7.55%; (iv) an aggregate principal amount of \$6.694 billion senior notes with maturities ranging from 2012 to 2033 and a weighted average interest rate of 6.83%; (v) \$314 million of secured debt, which represents capital leases and other secured debt with a weighted average interest rate of 7.03%; and (vi) \$7 million of unamortized debt discounts that reduce the existing indebtedness. Existing unsecured indebtedness also includes HCA Holdings, Inc. s \$1.525 billion aggregate principal amount of 7^{1/4}% senior notes due 2021. For more information regarding our unsecured and other indebtedness, see Description of Other Indebtedness.
- (6) The cash flow credit facility and the first lien notes are secured by first-priority liens, and the second lien notes and related guarantees are secured by second-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.
- (7) 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).

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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 in the accompanying prospectus contain more detailed descriptions of the terms and conditions of the notes.

Issuer	HCA Inc.
Notes	5.875% senior secured notes due 2022.
Maturity Date	The notes will mature on March 15, 2022.
Interest Rate	Interest on the notes will be payable in cash and will accrue at a rate of 5.875% per annum.
Interest Payment Dates	March 15 and September 15, commencing on September 15, 2012. Interest will accrue from February 16, 2012.
Ranking	<p>The notes will be the Issuer's senior obligations and will:</p> <ul style="list-style-type: none">rank senior in right of payment to any of its 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 indebtedness under the second lien notes to the extent of the collateral securing such indebtedness and to any unsecured indebtedness;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 (other than certain European collateral securing the senior secured European term loan facility) securing such indebtedness;be effectively subordinated in right of payment to all indebtedness under the asset-based revolving credit facility and the senior secured European term loan facility to the extent of the shared collateral securing such indebtedness; and

be effectively 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 guarantor subsidiaries).

As of September 30, 2011, on an as adjusted basis after giving effect to the October notes offering and the notes offered hereby and the use of proceeds therefrom as described under Use of Proceeds :

the notes and related guarantees would have been effectively senior in right of payment to \$201 million of

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second lien notes, effectively equal in right of payment to approximately \$7.544 billion of senior secured indebtedness under the cash flow credit facility (other than our senior secured European term loan facility), \$7.150 billion of first lien notes and approximately \$173 million of other secured debt, and effectively junior in right of payment to \$1.730 billion of indebtedness under the asset-based revolving credit facility, in each case to the extent of the collateral securing such indebtedness;

the notes and related guarantees would have been effectively subordinated in right of payment to approximately \$389 million equivalent outstanding under the senior secured European term loan facility and \$141 million of other secured debt of our non-guarantor subsidiaries, which primarily represents capital leases; and

we would have had an additional \$1.475 billion of unutilized capacity under the senior secured revolving credit facility and \$454 million of unutilized capacity under the asset-based revolving credit facility, subject to borrowing base limitations.

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 guarantor subsidiary;

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

be effectively senior in right of payment to the guarantees of the second lien notes to the extent of the guarantor subsidiary's collateral securing such indebtedness and to any guarantees of unsecured indebtedness;

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 (other than certain European collateral securing the senior secured European term loan facility) securing such indebtedness;

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

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be effectively 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 guarantor subsidiaries).

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 nine months ended September 30, 2011, on an as adjusted basis after giving effect to the October notes offering and the notes offered hereby and the use of proceeds therefrom, our non-guarantor subsidiaries would have accounted for approximately \$9.610 billion, or 43.9%, of our total revenues, and approximately \$1.845 billion, or 41.7%, of our total Adjusted EBITDA, and approximately \$9.842 billion, or 41.4%, of our total assets, and approximately \$5.607 billion, or 17.1%, of our total liabilities.

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:

substantially all the capital stock of any wholly owned first-tier subsidiary of HCA Inc. or of any subsidiary guarantor of the 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 our company 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 60 days following the issue date of the notes to complete those actions required to perfect the first-priority lien on such collateral, (4) certain European collateral and (5) 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,

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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 Security 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.

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 Security Covenant Termination and Release of Collateral.

Investment Grade Covenants

Upon the occurrence of (i) an Investment Grade Rating Event 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 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

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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.

No Prior Market

The notes will be new securities for which there is currently no market. Although the underwriters have informed the Issuer that they intend to make a market in the notes, 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 \$1.333 billion.

We intend to use the net proceeds from the notes offered hereby for general corporate purposes, which may include the repayment, redemption or repurchase of our existing indebtedness and/or the financing of the February special dividend. 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.