

Hilton Worldwide Holdings Inc.
Form 4
June 30, 2015

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 *
BMA V L.L.C.

2. Issuer Name and Ticker or Trading Symbol
Hilton Worldwide Holdings Inc.
[HLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

06/26/2015

(Street)

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

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

____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10154

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/26/2015 | | J(1)(2)(3) | | 1,554,790 | D | (1) (2) (3) |
| | | | | | | | 14,032,755 |
| | | | | | | I | See Footnotes (4) (6) (10) (12) (13) (14) (15) |
| Common Stock | | | | | | | 383,603,683 |
| | | | | | | I | See Footnotes (5) (6) (10) (12) (13) (14) (15) |
| | 06/26/2015 | | J(7)(8) | | 48,819 | D | 13,700,470 |
| | | | | | | I | |

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| | | | |
|--------------|-------------------|---|--|
| Common Stock | (7) <u>(8)</u> | | See Footnotes (9) (10) (12) (13) (14) (15) |
| Common Stock | 39,738,987 | I | See Footnotes (11) (12) (13) (14) (15) |

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

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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 Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BMA V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Management Associates V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| BLACKSTONE CAPITAL PARTNERS V L P C/O THE BLACKSTONE GROUP L.P. | | X | | |

345 PARK AVENUE
NEW YORK, NY 10154

Signatures

| | |
|---|------------|
| BMA V L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 06/30/2015 |
| __Signature of Reporting Person | Date |
| BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C., By: BMA V, L.L.C., its managing member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 06/30/2015 |
| __Signature of Reporting Person | Date |
| BLACKSTONE CAPITAL PARTNERS V L.P., By: Blackstone Management Associates V, L.L.C., its general partner, By: BMA V, L.L.C., its managing member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 06/30/2015 |
| __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 a distribution of the shares of common stock of the issuer (the "Common Stock") previously held directly by HLT Holdco II LLC to members of BREA VI L.L.C. and BMA V L.L.C. in respect of their indirect interests in HLT Holdco II LLC.

HLT Holdco II LLC distributed 1,170,607 shares of Common Stock to HLT Holdco LLC, its sole member, which distributed such shares to BH Hotels Holdco LLC ("BH Hotels"), its sole member, which distributed such shares to Blackstone Real Estate Partners VI L.P. and other members, who distributed such shares to Blackstone Real Estate Associates VI L.P., their general partner, who distributed such shares to BREA VI L.L.C., its general partner, who distributed such shares to Jonathan D. Gray, Stephen A. Schwarzman, William J. Stein and other members.
 - (2) HLT Holdco II LLC also distributed 384,183 shares of Common Stock to HLT Holdco LLC, its sole member, which distributed such shares to BH Hotels, its sole member, which distributed such shares to Blackstone Capital Partners V L.P. and another member of BH Hotels, who distributed such shares to Blackstone Management Associates V L.L.C., their general partner, which distributed such shares to BMA V L.L.C., its sole member, who distributed such shares to Michael S. Chae, Stephen A. Schwarzman and other members.
 - (3) Reflects shares of Common Stock held directly by HLT Holdco II LLC.
 - (4) Reflects shares of Common Stock held directly by HLT Holdco III LLC.
 - (5) HLT Holdco III LLC is a wholly-owned subsidiary of HLT Holdco II LLC. HLT Holdco II LLC is a wholly-owned subsidiary of HLT Holdco LLC. HLT Holdco LLC is a wholly-owned subsidiary of BH Hotels.
 - (6) Represents a distribution of shares of Common Stock previously held directly by HLT A23 Holdco LLC to members of BREA VI L.L.C. and BMA V L.L.C. in respect of their indirect interests in HLT A23 Holdco LLC.

HLT A23 Holdco LLC distributed 34,431 shares of Common Stock to Blackstone A23 Holdings LLC, its sole member, who distributed such shares to Blackstone Real Estate Partners VI L.P. and other members, who distributed such shares to Blackstone Real Estate Associates VI L.P., their general partner, which distributed such shares to BREA VI L.L.C., its general partner, who distributed such shares to Jonathan D. Gray, Stephen A. Schwarzman, William J. Stein, and other members. HLT A23 Holdco LLC also distributed 14,388 shares of Common Stock to Blackstone A23 Holdings LLC, its sole member, who distributed such shares to Blackstone Capital Partners V L.P. and another member, who distributed such shares to Blackstone Management Associates V L.L.C., their general partner, which distributed such shares to BMA V L.L.C., its sole member, which distributed such shares to Michael S. Chae, Stephen A. Schwarzman and other members.
 - (7) Reflects shares of Common Stock held directly by HLT A23 Holdco LLC. HLT A23 Holdco LLC is a wholly-owned subsidiary of Blackstone A23 Holdings LLC.

The managing members of BH Hotels and Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C. is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.
 - (8) The managing members of BH Hotels and Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C. is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.
 - (9) The managing members of BH Hotels and Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C. is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.
 - (10) The managing members of BH Hotels and Blackstone A23 Holdings LLC are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C. is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.

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- (11) Reflects shares of Common Stock held directly by HLT BREP VI.TE.2 Holdco LLC. The sole member of HLT BREP VI.TE.2 Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The sole member of BREA VI L.L.C. is Blackstone Holdings III L.P.
- (12) The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Steven A. Schwarzman.
- (13) Due to the limitations of the electronic filing system HLT A23 Holdco LLC, Blackstone A23 Holdings LLC, HLT Holdco II LLC, HLT Holdco LLC, BH Hotels Holdco LLC, Blackstone Real Estate Partners VI L.P., Blackstone Real Estate Associates VI L.P. and BREA VI L.L.C. are filing a separate Form 4.
- (14) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (15) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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

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