

Hilton Worldwide Holdings Inc.

Form 4

December 18, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CT OPI Cayman Corp., LTD

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)
12/17/2013

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

C/O THE BLACKSTONE
GROUP, 345 PARK AVENUE

(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/17/2013		S		5,193,203 <u>(1)</u>	D	\$ 19.275 <u>(2)</u>	0	I	See Footnotes <u>(5) (6) (7) (8)</u> <u>(9) (10)</u>
Common Stock								729,584,173	I	See Footnotes <u>(3) (6) (7) (8)</u> <u>(9) (10)</u>
Common Stock								22,908,571	I	See Footnotes (4) (6) (7) (8)

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

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SEC 1474
(9-02)

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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				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
CT OPI Cayman Corp., LTD C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
CT Opportunity Partners I LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
CT OPI GP, LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
CT Investment Management Co., LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
		X		

Huskies Acquisition LLC
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings I L.P.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings I/II GP Inc
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group L.P.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group Management L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Signatures

CT OPI CAYMAN CORP., LTD, By: CT Opportunities Partners I, LP, its sole member, By: CT OPI GP, LLC, its general partner, By: CT Investment Management Co. LLC, its sole member, By: /s/ Thomas C. Ruffing, Name: Thomas C. Ruffing 12/18/2013

__Signature of Reporting Person Date

CT OPPORTUNITIES PARTNERS I, LP, By: CT OPI GP, LLC, its general partner, By: CT Investment Management Co. LLC, its sole member, By: /s/ Thomas C. Ruffing, Name: Thomas C. Ruffing, Title: Chief Credit Officer 12/18/2013

__Signature of Reporting Person Date

CT OPI GP, LLC, By: CT Investment Management Co. LLC, its sole member, By: /s/ Thomas C. Ruffing, Name: Thomas C. Ruffing, Title: Chief Credit Officer 12/18/2013

__Signature of Reporting Person Date

CT INVESTMENT MANAGEMENT CO. LLC, By: /s/ Thomas C. Ruffing, Name: Thomas C. Ruffing, Title: Chief Credit Officer 12/18/2013

__Signature of Reporting Person Date

HUSKIES ACQUISITION LLC, By: /s/ Randall Rothschild, Name: Randall Rothschild, Title: Authorized Signatory 12/18/2013

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS I L.P., By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 12/18/2013

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__Signature of Reporting Person

Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley,
Title: Chief Legal Officer

12/18/2013

__Signature of Reporting Person

Date

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general
partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

12/18/2013

__Signature of Reporting Person

Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G.
Finley, Title: Chief Legal Officer

12/18/2013

__Signature of Reporting Person

Date

STEPHEN A. SCHWARZMAN, By: /s/ Stephen A. Schwarzman, Name: Stephen A.
Schwarzman

12/18/2013

__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) Reflects shares of Common Stock that were indirectly held by CT OPI Cayman Corp., LTD, a debt-focused investment vehicle controlled by affiliates of Blackstone, through non-managing member interests in Hilton Global Holdings LLC. Hilton Hotels Holdings LLC is the managing member of Hilton Global Holdings LLC. Pursuant to an underwriting agreement, Hilton Global Holdings LLC has sold such shares. CT OPI Cayman Corp., LTD, is a former lender to the Issuer who received its interests in Hilton Global Holdings LLC as part of the Issuer's 2010 debt restructuring. CT OPI Cayman Corp., LTD is a debt-focused investment vehicle now managed by Blackstone as a result of Blackstone's 2012 acquisition of Capital Trust, Inc.'s investment management and special servicing business and related fund co-investments. No other vehicle sponsored or managed by Blackstone has received any cash in lieu of shares of Common Stock in connection with the initial public offering of Common Stock by the Issuer.

(2) This amount represents the \$20.00 initial public offering price per share of Common Stock, par value \$0.01 per share ("Common Stock"), of Hilton Worldwide Holdings Inc. (the "Issuer"), less the underwriting discount of \$0.725 per share of Common Stock.

(3) Reflects shares of Common Stock directly held by Hilton Hotels Holdings LLC.

(4) Reflects shares of Common Stock directly held by Blackstone A23 Holdings LLC.

(5) The sole stockholder of CT OPI Cayman Corp., LTD is CT Opportunity Partners I, LP. The general partner of CT Opportunity Partners I, LP is CT OPI GP, LLC. The managing member of CT OPI GP, LLC is CT Investment Management Co. LLC. The sole member of CT Investment Management Co. LLC is Huskies Acquisition LLC. The sole member of Huskies Acquisition LLC is Blackstone Holdings I L.P. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc.

(6) The sole member of Hilton Hotels Holdings LLC is BH Hotels Holdco LLC ("BH Hotels"). The managing members of each 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.

(7) 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.

(8) 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.

(9) Each of the Reporting Persons (other than CT OPI Cayman Corp., LTD to the extent of its pecuniary interest in shares held by Hilton Global Holdings LLC), disclaims beneficial ownership of the securities reported herein, 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 each of the Blackstone Funds to the extent they directly hold securities reported herein and CT OPI Cayman Corp., LTD to

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the extent of its pecuniary interest in shares held by Hilton Global Holdings LLC) 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.

- (10) The number of shares of Common Stock reflects the 9,205,128-for-1 forward stock split that was effected immediately prior to the closing of the initial public offering by the Issuer.

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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