Hilton Worldwide Holdings Inc.

Form 4

January 10, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31,

OMB APPROVAL

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0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Silcock Christopher W Issuer Symbol Hilton Worldwide Holdings Inc. (Check all applicable) [HLT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 7930 JONES BRANCH DRIVE 01/06/2017 See Remarks (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MCLEAN, VA 22102

(State)

(7:-

(C:tr.)

| (City) | (State) (2 | Table | I - Non-De | erivative S | Securi | ties Ac | quired, Disposed o | of, or Beneficial | lly Owned | |
|------------------------|---|-------------------------------|------------------|---------------------|--------|--------------------------------|---------------------------------|---------------------------|-----------------------|--|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securi | | r | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | |
| (Instr. 3) | (, , , , , , , , , , , , , , , , , , , | any | Code | Disposed | ` ′ | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | Owned Following Reported | Indirect (I) (Instr. 4) | Ownership (Instr. 4) | | |
| | | | | | (A) or | ъ. | Transaction(s) (Instr. 3 and 4) | | | |
| C | | | Code V | Amount | (D) | Price | | | | |
| Common Stock | 01/06/2017 | | A | 4,570 (1) | A | \$0 | 68,313 <u>(2)</u> | D | | |
| Common Stock | 01/06/2017 | | A | 9,961 (3) | A | \$0 | 78,274 | D | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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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 | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|-------------------|------------|--------------|-------------|---------|-------------|-------------|--------|
| Derivative | e Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | on Date A | | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Silcock Christopher W

7930 JONES BRANCH DRIVE See Remarks

MCLEAN, VA 22102

Signatures

/s/ Kristin A. Campbell, Attorney-in-Fact

01/10/2017

**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).
- Represents conversion of 2015 performance awards into restricted shares in connection with the Issuer's spin-off of Park Hotels & **(1)** Resorts Inc. and Hilton Grand Vacations Inc. (the "spin-offs"). All of these restricted shares vest on December 31, 2017.
- Reflects adjustment of unvested restricted stock units in connection with the spin-offs and a 1-for-3 reverse stock split of the Issuer's **(2)** common stock effected on January 3, 2017.
- Represents conversion of 2016 performance awards into restricted shares in connection with the spin-offs. All of these restricted shares (3) vest on December 31, 2018.

Remarks:

Executive Vice President and Chief Commercial Officer

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.

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