Hilton Worldwide Holdings Inc. Form SC 13G/A February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 7)*

HILTON WORLDWIDE HOLDINGS INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

43300A 203

(CUSIP Number)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

^{*} The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

| CUSIP | No. 43300A | 203 | 13G | Page 2 of 42 Pages |
|-------|----------------|--------|--|--------------------|
| 1. | Name of Re | portin | g Persons: | |
| 2. | | | LLC opriate Box if a Member of a Group | |
| 3. | SEC Use C | Only | | |
| 4. | Citizenship | or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUM | IBER OF | | | |
| | ARES | 6. | 0 Shared Voting Power: | |
| | FICIALLY | | | |
| | NED BY ACH | 7. | 0 Sole Dispositive Power: | |
| REPO | ORTING | | | |
| PE | RSON | 8. | 0 Shared Dispositive Power: | |
| V | VITH | | | |
| 9. | Aggregate . | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instr | ructions) |

| 11. | Percent of Class Represented by Amount in Row (9): |
|-----|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): |
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| CUSIP No. | . 43300A 2 | 203 | 13G | Page 3 of 42 Pages |
|-------------|-------------|--------|--|--------------------|
| 1. Nar | me of Repo | orting | g Persons: | |
| | | ppro | LC priate Box if a Member of a Group | |
| 3. SE | EC Use On | ly | | |
| 4. Ci | tizenship o | or Pla | ace of Organization: | |
| D | elaware | 5. | Sole Voting Power: | |
| NUMBE | R OF | | | |
| SHAR | (| 6. | 0 Shared Voting Power: | |
| BENEFICI | | | | |
| OWNED | , | 7. | 0 Sole Dispositive Power: | |
| REPORT | ΓING | | | |
| PERSO | ON 8 | 8. | 0 Shared Dispositive Power: | |
| WITI | Н | | | |
| 9. Ag | gregate Aı | mour | 0 nt Beneficially Owned by Each Reporting Person: | |
| 0 10. Ch | eck Box if | the . | Aggregate Amount in Row (9) Excludes Certain Shares (See Instr | ructions) |

| 11. | Percent of Class Represented by Amount in Row (9): |
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| 12. | 0.0% Type of Reporting Person (See Instructions): |
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| CUSIP 1 | No. 43300A | 203 | 13G | Page 4 of 42 Pages |
|---------|-----------------|--------|--|--------------------|
| 1. N | Name of Re | portin | g Persons: | |
| 2. | Check the | | E.2 Holdco LLC priate Box if a Member of a Group | |
| 3. | SEC Use C | nly | | |
| 4. | Citizenship | or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUMI | BER OF | | | |
| | ARES ICIALLY | 6. | 0 Shared Voting Power: | |
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| | ED BY ACH | 7. | 0 Sole Dispositive Power: | |
| REPO | RTING | | | |
| | RSON | 8. | 0 Shared Dispositive Power: | |
| W | ITH | | | |
| 9. | Aggregate A | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction | ons) |

| 11. | Percent of Class Represented by Amount in Row (9): |
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| | |
| 12. | 0.0% Type of Reporting Person (See Instructions): |
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| CUSIF | P No. 43300A | 203 | 13G | Page 5 of 42 Pages |
|-------|----------------|--------|---|--------------------|
| 1. | Name of Re | portin | g Persons: | |
| 2. | Check the | | E.2 Holdings Holdco LLC priate Box if a Member of a Group | |
| 3. | SEC Use (| Only | | |
| 4. | Citizenshij | or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUN | MBER OF | | | |
| | HARES | 6. | 0 Shared Voting Power: | |
| | THED BY | | | |
| | EACH | 7. | 0 Sole Dispositive Power: | |
| REF | PORTING | | | |
| PI | ERSON | 8. | 0 Shared Dispositive Power: | |
| • | WITH | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions | 8) |

| CUSIP | No. 43300A | 203 | 13G | Page 6 of 42 Pages |
|-------|-------------------|---------|--|---------------------------|
| 1. | Name of Re | portin | g Persons: | |
| 2. | Check the | | Estate Partners VI.TE.2 L.P. priate Box if a Member of a Group | |
| 3. | SEC Use (| Only | | |
| 4. | Citizenship | p or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUM | IBER OF | | | |
| | IARES FICIALLY | 6. | 0 Shared Voting Power: | |
| | | | | |
| | NED BY ACH | 7. | 0 Sole Dispositive Power: | |
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| PE | RSON | 8. | 0 Shared Dispositive Power: | |
| V | VITH | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person | n: |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain | Shares (See Instructions) |

| 11. | Percent of Class Represented by Amount in Row (9): |
|-----|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): |
| | PN |

| CUSIP No | . 43300A | 203 | 13G | Page 7 of 42 Pages |
|-----------------|------------|--------|--|--------------------|
| 1. Na | me of Rep | oortin | g Persons: | |
| | heck the A | | Holdco LLC priate Box if a Member of a Group | |
| 3. Sl | EC Use O | nly | | |
| 4. C | itizenship | or Pl | ace of Organization: | |
| Γ | Delaware | 5. | Sole Voting Power: | |
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| SHAR BENEFIC | | 6. | 0 Shared Voting Power: | |
| OWNEI | | | | |
| EAC | | 7. | 0 Sole Dispositive Power: | |
| REPOR' | TING | | | |
| PERS | ON | 8. | 0 Shared Dispositive Power: | |
| WIT | Ή | | | |
| 9. Aş | ggregate A | Amoui | 0 nt Beneficially Owned by Each Reporting Person: | |
| 0 10. Ch | neck Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instru- | ctions) |

| CUSII | P No. 43300A | A 203 | 13G | Page 8 of 42 Pages |
|-------|------------------|---------|--|--------------------|
| 1. | Name of Re | eportin | g Persons: | |
| 2. | Check the | | Estate Holdings VI L.P. opriate Box if a Member of a Group | |
| 3. | SEC Use (| Only | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUN | MBER OF | | | |
| | HARES | 6. | 0 Shared Voting Power: | |
| | EFICIALLY NED BY | | | |
| | EACH | 7. | 0 Sole Dispositive Power: | |
| REF | PORTING | | | |
| Pl | ERSON | 8. | 0 Shared Dispositive Power: | |
| ` | WITH | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction | s) |

| 11. | Percent of Class Represented by Amount in Row (9): |
|-----|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): |
| | PN |

| CUSIP | No. 43300A | 203 | 13G | Page 9 of 42 Pages |
|-------|----------------|--------|---|--------------------|
| 1. | Name of Re | portin | g Persons: | |
| 2. | Check the | | y-Side GP L.L.C. priate Box if a Member of a Group | |
| 3. | SEC Use C | Only | | |
| 4. | Citizenship | or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUM | IBER OF | | | |
| | ARES | 6. | 0 Shared Voting Power: | |
| | FICIALLY | | | |
| | NED BY ACH | 7. | 0 Sole Dispositive Power: | |
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| PE | RSON | 8. | 0 Shared Dispositive Power: | |
| V | VITH | | | |
| 9. | Aggregate . | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions | s) |

11. Percent of Class Represented by Amount in Row (9):
0.0%
12. Type of Reporting Person (See Instructions):

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| CUSI | P No. 43300A | A 203 | 1 | 13G | Page 10 of 42 Pages | | |
|------|-----------------|----------------------------|--|--------------------------------------|---------------------|--|--|
| 1. | Name of Re | Name of Reporting Persons: | | | | | |
| 2. | Check the | | II Holdco LLC priate Box if a Member of a Group | p | | | |
| 3. | SEC Use (| Only | | | | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | | | | |
| | Delaware | 5. | Sole Voting Power: | | | | |
| NUI | MBER OF | | | | | | |
| | HARES | 6. | 0 Shared Voting Power: | | | | |
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| | /NED BY EACH | 7. | 0 Sole Dispositive Power: | | | | |
| REI | PORTING | | | | | | |
| P | ERSON | 8. | 0 Shared Dispositive Power: | | | | |
| | WITH | | | | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Re | porting Person: | | | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Exc | cludes Certain Shares (See Instructi | ions) | | |

11. Percent of Class Represented by Amount in Row (9):
0.0%
12. Type of Reporting Person (See Instructions):

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| CUSII | P No. 43300 <i>A</i> | A 203 | 13G | Page 11 of 42 Pages |
|-------|----------------------|---------|---|---------------------|
| 1. | Name of Re | eportin | g Persons: | |
| 2. | Check the | | II Holdings Holdco LLC opriate Box if a Member of a Group | |
| 3. | SEC Use (| Only | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUI | MBER OF | | | |
| | HARES | 6. | 0 Shared Voting Power: | |
| | EFICIALLY VNED BY | 7 | | |
| | EACH PORTING | 7. | Sole Dispositive Power: | |
| | ERSON WITH | 8. | 0 Shared Dispositive Power: | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares | (See Instructions) |

11. Percent of Class Represented by Amount in Row (9):
0.0%
12. Type of Reporting Person (See Instructions):

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| CUSIP | No. 43300A | A 203 | 13G | Page 12 of 42 Pages |
|-------|-----------------|----------|--|---------------------|
| 1. | Name of Ro | eportin | g Persons: | |
| 2. | | | Estate Holdings International II-Q L.P. opriate Box if a Member of a Group | |
| | (a) | (b) | | |
| 3. | SEC Use | Only | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUM | IBER OF | | | |
| | HARES | 6. | 0 Shared Voting Power: | |
| | FICIALLY NED BY | | | |
| | EACH | 7. | 0 Sole Dispositive Power: | |
| REP | ORTING | | | |
| PE | ERSON | 8. | 0 Shared Dispositive Power: | |
| V | VITH | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | x if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction | as) |

| 11. | Percent of Class Represented by Amount in Row (9): | | | | | | |
|-----|--|--|--|--|--|--|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): | | | | | | |
| | PN | | | | | | |

| CUSIP | No. 43300A | A 203 | 13G | Page 13 of 42 Pages |
|-------|------------------|-------------|--|---------------------|
| 1. | Name of Ro | eportin | g Persons: | |
| 2. | Check the | Appro | nal II-Q GP L.P. priate Box if a Member of a Group | |
| 3. | (a) SEC Use (| (b) Only | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUM | IBER OF | | | |
| | HARES | 6. | 0 Shared Voting Power: | |
| | FICIALLY NED BY | | | |
| | EACH | 7. | 0 Sole Dispositive Power: | |
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| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction | ns) |

| 11. | Percent of Class Represented by Amount in Row (9): | | | | | | |
|-----|--|--|--|--|--|--|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): | | | | | | |
| | PN | | | | | | |

| CUSIP N | No. 43300A | 203 | 13G | | Page 14 of 42 Pages |
|---------|----------------|--------|---|-----------------------------------|---------------------|
| 1. N | Name of Re | portin | g Persons: | | |
| 2. | Check the | | nal II-Q GP L.L.C. priate Box if a Member of a Group | | |
| 3. | SEC Use C | nly | | | |
| 4. | Citizenship | or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
| NUME | BER OF | | | | |
| | ARES | 6. | 0 Shared Voting Power: | | |
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| | SON | 8. | 0 Shared Dispositive Power: | | |
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| 9. | Aggregate A | Amou | 0 nt Beneficially Owned by Each Reporti | ng Person: | |
| |) Check Box | if the | Aggregate Amount in Row (9) Exclude | s Certain Shares (See Instruction | as) |

| CUSIP No. 4 | 3300A 203 | 13G | Page 15 of 42 Pages |
|---------------|-----------------------------------|---|---------------------|
| 1. Name | e of Reporti | ng Persons: | |
| | Γ Holdco Ll ck the Appi (b) | CC ropriate Box if a Member of a Group | |
| | C Use Only | | |
| 4. Citiz | zenship or I | Place of Organization: | |
| Del | aware 5. | Sole Voting Power: | |
| NUMBER | OF | | |
| SHARES | 6. | 0 Shared Voting Power: | |
| OWNED I | | | |
| EACH | 7 | 0 Sole Dispositive Power: | |
| REPORTI | NG | | |
| PERSON | N 8. | 0 Shared Dispositive Power: | |
| WITH | | | |
| 9. Aggr | regate Amo | 0 unt Beneficially Owned by Each Reporting Person: | |
| 0 10. Chec | ck Box if the | e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructio | ns) |

| CUSIP I | No. 43300A | 203 | 13G | Page 16 of 42 Pages |
|---------|------------------|--------|--|--------------------------------|
| 1. I | Name of Re | portin | g Persons: | |
| 2. | Check the | | VI Holdco LLC priate Box if a Member of a Group | |
| 3. | SEC Use C | Only | | |
| 4. | Citizenship | or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUM | BER OF | | | |
| | ARES TICIALLY | 6. | 0 Shared Voting Power: | |
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| | ACH | 7. | 0 Sole Dispositive Power: | |
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| 9. | Aggregate A | Amou | 0 nt Beneficially Owned by Each Reporting Pe | rson: |
| | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Cer | tain Shares (See Instructions) |

| CUSIP | No. 43300A | 203 | 1: | 3G | Page 17 of 42 Pages |
|-------|-------------------|--------|--|---------------------------------------|---------------------|
| 1. | Name of Re | portin | g Persons: | | |
| 2. | Check the | | A Holdings Holdco LLC priate Box if a Member of a Group | | |
| 3. | SEC Use C | Only | | | |
| 4. | Citizenship | or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
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| PE | RSON | 8. | 0 Shared Dispositive Power: | | |
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| 9. | Aggregate . | Amou | 0 nt Beneficially Owned by Each Rep | porting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Exc | ludes Certain Shares (See Instruction | ns) |

| CUSIP No | . 43300A | 203 | 13G | Page 18 of 42 Pages |
|-------------|------------|---------|--|---------------------|
| 1. Na | me of Rej | porting | g Persons: | |
| | | | LLC priate Box if a Member of a Group | |
| | EC Use O | | | |
| 4. C | itizenship | or Pla | ace of Organization: | |
| Γ | Delaware | 5. | Sole Voting Power: | |
| NUMBE | ER OF | | | |
| SHAR | | 6. | 0 Shared Voting Power: | |
| OWNEI | | | | |
| EAC | | 7. | 0 Sole Dispositive Power: | |
| REPOR' | TING | | | |
| PERS | ON | 8. | 0 Shared Dispositive Power: | |
| WIT | Ή | | • | |
| 9. Ag | ggregate A | Amour | 0 at Beneficially Owned by Each Reporting Person: | |
| 0 10. Ch | neck Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (S | See Instructions) |

| CUSIP | No. 43300A | 203 | 13G | Page 19 of 42 Pages |
|-------|------------------|--------|--|---------------------|
| 1. | Name of Re | portin | g Persons: | |
| 2. | | | to LLC priate Box if a Member of a Group | |
| 3. | SEC Use C | | | |
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| | Delaware | 5. | Sole Voting Power: | |
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| | ARES FICIALLY | 6. | 0 Shared Voting Power: | |
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| REPO | ORTING | | | |
| PE | RSON | 8. | 0 Shared Dispositive Power: | |
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| 9. | Aggregate . | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instr | uctions) |

11. Percent of Class Represented by Amount in Row (9):

12. Type of Reporting Person (See Instructions):

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0.0%

| CUSIP 1 | No. 43300A | 203 | 13 | G | Page 20 of 42 Pages |
|---------|------------------|--------|---|--------------------------------------|---------------------|
| 1. N | Name of Re | portin | g Persons: | | |
| 2. | Check the | | Estate Partners VI L.P. priate Box if a Member of a Group | | |
| 3. | SEC Use C | nly | | | |
| 4. | Citizenship | or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
| NUMI | BER OF | | | | |
| | ARES | 6. | 0 Shared Voting Power: | | |
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| | АСН | 7. | 0 Sole Dispositive Power: | | |
| REPO | RTING | | | | |
| PER | RSON | 8. | 0 Shared Dispositive Power: | | |
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| 9. | Aggregate 1 | Amour | 0 nt Beneficially Owned by Each Repo | orting Person: | |
| | 0 Check Box | if the | Aggregate Amount in Row (9) Excl | udes Certain Shares (See Instruction | ons) |

| 11. | Percent of Class Represented by Amount in Row (9): |
|-----|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): |
| | PN |

| CUSIP | No. 43300A | 203 | 13 | 3G | Page 21 of 42 Pages |
|-------|----------------|--------|---|---------------------------------------|---------------------|
| 1. | Name of Re | portin | g Persons: | | |
| 2. | Check the | | al Partners V L.P. priate Box if a Member of a Group | | |
| 3. | SEC Use (| Only | | | |
| 4. | Citizenship | or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
| NUM | IBER OF | | | | |
| | IARES | 6. | 0 Shared Voting Power: | | |
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| | NED BY CACH | 7. | 0 Sole Dispositive Power: | | |
| REP | ORTING | | | | |
| PE | ERSON | 8. | 0 Shared Dispositive Power: | | |
| V | VITH | | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Rep | orting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excl | ludes Certain Shares (See Instruction | ns) |

| 11. | Percent of Class Represented by Amount in Row (9): |
|-----|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): |
| | PN |

| CUSIP 1 | No. 43300A | 203 | 1 | 3G | Page 22 of 42 Pages |
|---------|------------------|--------|--|--------------------------------------|---------------------|
| 1. | Name of Re | portin | g Persons: | | |
| 2. | Check the | | agement Associates V L.L.C. priate Box if a Member of a Group | ı | |
| 3. | SEC Use C | Only | | | |
| 4. | Citizenship | or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
| NUM | BER OF | | | | |
| | ARES TICIALLY | 6. | 0 Shared Voting Power: | | |
| | | | | | |
| | NED BY ACH | 7. | 0 Sole Dispositive Power: | | |
| REPO | ORTING | | | | |
| PEI | RSON | 8. | 0 Shared Dispositive Power: | | |
| W | TTH | | | | |
| 9. | Aggregate A | Amou | 0 nt Beneficially Owned by Each Re | porting Person: | |
| | 0 Check Box | if the | Aggregate Amount in Row (9) Exc | cludes Certain Shares (See Instructi | ons) |

11. Percent of Class Represented by Amount in Row (9):
0.0%
12. Type of Reporting Person (See Instructions):

| CUSIP | No. 43300 <i>A</i> | A 203 | 13G | | Page 23 of 42 Pages |
|-------|--------------------|---------|--|-----------------------------------|---------------------|
| 1. | Name of Re | eportin | g Persons: | | |
| 2. | | | priate Box if a Member of a Group | | |
| 3. | SEC Use (| Only | | | |
| 4. | Citizenship | p or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
| NUM | MBER OF | | | | |
| | HARES | 6. | 0 Shared Voting Power: | | |
| | FICIALLY | | | | |
| | NED BY EACH | 7. | 0 Sole Dispositive Power: | | |
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| PE | ERSON | 8. | 0 Shared Dispositive Power: | | |
| V | WITH | | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting | ng Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Exclude | s Certain Shares (See Instruction | ns) |

11. Percent of Class Represented by Amount in Row (9):
0.0%
12. Type of Reporting Person (See Instructions):

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| CUSIP | No. 43300A | A 203 | 13G | | Page 24 of 42 Pages |
|-------|----------------|---------|--|--------------------------------|---------------------|
| 1. | Name of Re | eportin | g Persons: | | |
| 2. | Check the | | Estate Associates VI L.P. priate Box if a Member of a Group | | |
| 3. | SEC Use (| Only | | | |
| 4. | Citizenship | p or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
| NUM | IBER OF | | | | |
| | IARES | 6. | 0 Shared Voting Power: | | |
| | FICIALLY | | | | |
| | NED BY EACH | 7. | 0 Sole Dispositive Power: | | |
| REP | ORTING | | | | |
| PE | ERSON | 8. | 0 Shared Dispositive Power: | | |
| V | VITH | | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting | Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes C | ertain Shares (See Instruction | s) |

| 11. | Percent of Class Represented by Amount in Row (9): |
|-----|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): |
| | PN |

| CUSIP | No. 43300A | 203 | | 13G | Page 25 of 42 Pages |
|-------|------------------|--------|---------------------------------------|--|---------------------|
| 1. | Name of Re | portin | g Persons: | | |
| 2. | | | priate Box if a Member of a Group | p | |
| 3. | SEC Use C | Only | | | |
| 4. | Citizenship | or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
| NUM | BER OF | | | | |
| | ARES FICIALLY | 6. | 0 Shared Voting Power: | | |
| | NED BY | | | | |
| | ACH | 7. | 0 Sole Dispositive Power: | | |
| REPO | ORTING | | | | |
| PE | RSON | 8. | 0 Shared Dispositive Power: | | |
| V | /ITH | | | | |
| 9. | Aggregate . | Amou | 0 nt Beneficially Owned by Each Re | eporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Ex | cludes Certain Shares (See Instruction | ons) |

11. Percent of Class Represented by Amount in Row (9):
0.0%
12. Type of Reporting Person (See Instructions):

00

| CUSIP | No. 43300A | A 203 | 13G | | Page 26 of 42 Pages |
|-------|----------------|-------------|---|------------------------------------|---------------------|
| 1. | Name of Re | eportin | g Persons: | | |
| 2. | Check the | | ngs III L.P. priate Box if a Member of a Group | | |
| 3. | SEC Use (| Only | | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | | |
| | Quebec, C | anada 5. | Sole Voting Power: | | |
| NUM | IBER OF | | | | |
| | ARES | 6. | 0 Shared Voting Power: | | |
| BENEI | FICIALLY | | | | |
| | NED BY ACH | 7. | 0 Sole Dispositive Power: | | |
| REPO | ORTING | | | | |
| PE | RSON | 8. | 0 Shared Dispositive Power: | | |
| V | VITH | | | | |
| 9. | Aggregate | Amoui | 0 nt Beneficially Owned by Each Report | ing Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Exclude | es Certain Shares (See Instruction | ıs) |

| 11. | Percent of Class Represented by Amount in Row (9): |
|-----|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): |
| | PN |

| CUSIP No. 43300A 203 | | A 203 | 13G | Page 27 of 42 Pages |
|----------------------|----------------|---------|--|---------------------|
| 1. | Name of Re | eportin | g Persons: | |
| 2. | Check the | | ings III GP L.P. priate Box if a Member of a Group | |
| 3. | SEC Use (| | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUN | MBER OF | | | |
| | HARES | 6. | 0 Shared Voting Power: | |
| | NED BY | | | |
| | EACH | 7. | 0 Sole Dispositive Power: | |
| REP | ORTING | | | |
| PE | ERSON | 8. | 0 Shared Dispositive Power: | |
| V | WITH | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction | us) |

| 11. | Percent of Class Represented by Amount in Row (9): | | | | | | |
|-----|--|--|--|--|--|--|--|
| 12. | 0.0% Type of Reporting Person (See Instructions): | | | | | | |
| | PN | | | | | | |

| CUSIP No. 43300A 203 | | 1 | 13G | Page 28 of 42 Pages | |
|----------------------|------------------|--------|--|--|------|
| 1. | Name of Re | portin | g Persons: | | |
| 2. | Check the | | ings III GP Management L.L.C. priate Box if a Member of a Group |) | |
| 3. | SEC Use C | Only | | | |
| 4. | Citizenship | or Pl | ace of Organization: | | |
| | Delaware | 5. | Sole Voting Power: | | |
| NUM | IBER OF | | | | |
| | ARES FICIALLY | 6. | 0 Shared Voting Power: | | |
| | NED BY | | | | |
| | ACH | 7. | 0 Sole Dispositive Power: | | |
| REPO | ORTING | | | | |
| PE | RSON | 8. | 0 Shared Dispositive Power: | | |
| V | VITH | | | | |
| 9. | Aggregate . | Amou | 0 nt Beneficially Owned by Each Re | porting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Exc | cludes Certain Shares (See Instruction | ons) |

11. Percent of Class Represented by Amount in Row (9):
0.0%
12. Type of Reporting Person (See Instructions):

| CUSIF | P No. 43300A | A 203 | 13G | Page 29 of 42 Pages |
|-------|----------------|---------|--|---------------------|
| 1. | Name of Re | eportin | g Persons: | |
| 2. | | | Group L.P. opriate Box if a Member of a Group | |
| 3. | SEC Use (| Only | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUN | MBER OF | | | |
| | HARES | 6. | 0 Shared Voting Power: | |
| BENE | EFICIALLY | | | |
| OW | NED BY | | 0 | |
| I | EACH | 7. | Sole Dispositive Power: | |
| REP | PORTING | | | |
| PI | ERSON | 8. | 0 Shared Dispositive Power: | |
| • | WITH | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instr | uctions) |

| 11. | Percent of Class Represented by Amount in Row (9): | | | | | |
|-----|--|--|--|--|--|--|
| | | | | | | |
| | 0.0% | | | | | |
| 12. | Type of Reporting Person (See Instructions): | | | | | |
| | | | | | | |
| | DN | | | | | |
| | PN | | | | | |

| CUSIP No. 43300A 203 | | A 203 | 13G | Page 30 of 42 Pages |
|----------------------|-------------------|---------|--|---------------------|
| 1. | Name of Re | eportin | g Persons: | |
| 2. | Check the | | p Management L.L.C. priate Box if a Member of a Group | |
| 3. | SEC Use (| | | |
| 4. | Citizenshi | p or Pl | ace of Organization: | |
| | Delaware | 5. | Sole Voting Power: | |
| NUM | IBER OF | | | |
| | IARES FICIALLY | 6. | 0 Shared Voting Power: | |
| | | | | |
| | NED BY ACH | 7. | 0 Sole Dispositive Power: | |
| REP | ORTING | | | |
| PE | RSON | 8. | 0 Shared Dispositive Power: | |
| V | VITH | | | |
| 9. | Aggregate | Amou | 0 nt Beneficially Owned by Each Reporting Person: | |
| 10. | 0 Check Box | if the | Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction | ons) |

11. Percent of Class Represented by Amount in Row (9):
0.0%
12. Type of Reporting Person (See Instructions):

| CUSIP No. 43300A 203 | | | 13G | Page 31 of 42 Pages | | |
|----------------------|----------------------------|-------------|--|--------------------------|--|--|
| 1. | Name of Reporting Persons: | | | | | |
| 2. | Stephen A Check the | | varzman opriate Box if a Member of a Group | | | |
| 3. | SEC Use | Only | | | | |
| 4. | Citizensh | ip or P | ace of Organization: | | | |
| | United St | tates 5. | Sole Voting Power: | | | |
| NU. | MBER OF | | | | | |
| | HARES | 6. | 106,449 Shared Voting Power: | | | |
| | EFICIALLY | | | | | |
| | VNED BY EACH | 7. | 0 Sole Dispositive Power: | | | |
| REI | PORTING | | | | | |
| P | ERSON | 8. | 106,449 Shared Dispositive Power: | | | |
| | WITH | | | | | |
| 9. | Aggregate | e Amou | 0 nt Beneficially Owned by Each Reporting Person: | | | |
| 10. | 106,449 Check Bo | x if the | Aggregate Amount in Row (9) Excludes Certain S | hares (See Instructions) | | |

11. Percent of Class Represented by Amount in Row (9):

Less than 0.1%

12. Type of Reporting Person (See Instructions):

IN

Item 1. (a). Name of Issuer

Hilton Worldwide Holdings Inc. (the Issuer)

(b). Address of Issuer s Principal Executive Offices:

7930 Jones Branch Drive, Suite 1100,

McLean, Virginia, 22102

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

(i) HLT Holdco III LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ii) HLT Holdco II LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iii) HLT BREP VI.TE.2 Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iv) HLT BREP VI.TE.2 Holdings Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(v) Blackstone Real Estate Partners VI.TE.2 L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vi) HLT BREH VI Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vii) Blackstone Real Estate Holdings VI L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(viii) BREP VI Side-by-Side GP L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ix) HLT BREH Intl II Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(x) HLT BREH Intl II Holdings Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xi) Blackstone Real Estate Holdings International II-Q L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xii) BREP International II-Q GP L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiii) BREP International II-Q GP L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiv) HLT Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xv) HLT A23 Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xvi) HLT A23 BREH VI Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xvii) HLT BREH VI-A Holdings Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xviii)BH Hotels Holdco LLC c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xix) Blackstone Real Estate Partners VI L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xx) Blackstone Capital Partners V L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxi) Blackstone Management Associates V L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxii) BMA V L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxiii)Blackstone Real Estate Associates VI L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxiv)BREA VI L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxv) Blackstone Holdings III L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: Quebec, Canada

(xxvi)Blackstone Holdings III GP L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxvii)Blackstone Holdings III GP Management L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxviii) The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxix)Blackstone Group Management L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxx) Stephen A. Schwarzman c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: United States

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock).

Item 2(e). CUSIP Number:

43300A 203

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Calculations of the percentage of shares of Common Stock beneficially owned assume 296,569,995 shares of Common Stock outstanding as of October 18, 2018, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on October 24, 2018. Each of the Reporting Persons may be deemed to be the beneficial owner of the shares of Common Stock listed on such Reporting Person s cover page. As of December 31, 2018, Stephen A. Schwarzman directly held 55,837 shares of Common Stock. Additionally, Mr. Schwarzman may be deemed to beneficially own 50,612 shares of Common Stock held directly by foundations over which Mr. Schwarzman may be deemed to have investment and voting power.

(b) Percent of class:

Each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of Common Stock listed on such Reporting Person s cover page.

(c) Number of Shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See each cover page hereof.

(ii) Shared power to vote or to direct the vote:

See each cover page hereof.

(iii) Sole power to dispose or to direct the disposition of:

See each cover page hereof.

(iv) Shared power to dispose or to direct the disposition of:

See each cover page hereof.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

HLT HOLDCO III L.L.C.

By: /s/ Kenneth A. Caplan Name: Kenneth A. Caplan

Title: Senior Managing Director

HLT HOLDCO II L.L.C.

By: /s/ Kenneth A. Caplan Name: Kenneth A. Caplan

Title: Senior Managing Director

HLT HOLDCO L.L.C.

By: /s/ Kenneth A. Caplan Name: Kenneth A. Caplan

Title: Senior Managing Director

HLT BREH VI HOLDCO LLC

By: /s/ Kenneth A. Caplan Name: Kenneth A. Caplan

Title: Senior Managing Director

HLT A23 HOLDCO LLC

By: /s/ Kenneth A. Caplan Name: Kenneth A. Caplan

Title: Senior Managing Director

BH HOTELS HOLDCO LLC

By: /s/ Kenneth A. Caplan Name: Kenneth A. Caplan

Title: Senior Managing Director

HLT BREP VI.TE.2 HOLDCO LLC

By: HLT BREP VI.TE.2 Holdings Holdco

LLC, its sole member

By: Blackstone Real Estate Partners VI.TE.2 L.P., its sole member

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

HLT BREP VI.TE.2 HOLDINGS HOLDCO LLC

By: Blackstone Real Estate Partners VI.TE.2 L.P., its sole member

By: Blackstone Real Estate Associates VI L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BLACKSTONE REAL ESTATE PARTNERS VI.TE.2 L.P.

By: Blackstone Real Estate Associates VI

L.P., its general partner,

By: BREA VI L.L.C., its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BLACKSTONE REAL ESTATE PARTNERS VI L.P.

By: Blackstone Real Estate Associates VI

L.P.,

its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BLACKSTONE REAL ESTATE ASSOCIATES VI L.P.

By: BREA VI L.L.C., its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BREA VI L.L.C.

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BLACKSTONE CAPITAL PARTNERS V

L.P.

By: Blackstone Management Associates V

L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE MANAGEMENT

ASSOCIATES V L.L.C.

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BMA V L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

HLT A23 BREH VI HOLDCO LLC

By: HLT BREH VI-A Holdings Holdco LLC,

its sole member

By: Blackstone Real Estate Holdings VI

L.P.,

its sole member

By: BREP VI Side-by-Side GP L.L.C.,

its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

HLT BREH VI-A HOLDINGS HOLDCO

LLC

By: Blackstone Real Estate Holdings VI

L.P.,

its sole member

By: BREP VI Side-by-Side GP L.L.C.,

its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BLACKSTONE REAL ESTATE HOLDINGS

VI L.P.

By: BREP VI Side-by-Side GP L.L.C.,

its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BREP VI SIDE-BY-SIDE GP L.L.C.

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

HLT BREH INTL II HOLDCO LLC

By: /s/ Kenneth A. Caplan Name: Kenneth A. Caplan Title: Senior Managing Director

HLT BREH INTL II HOLDINGS HOLDCO

LLC

By: Blackstone Real Estate Holdings

International

II-Q L.P., its controlling member By: BREP International II-Q GP L.P.,

its general partner

By: BREP International II-Q GP L.L.C.,

its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan

Title: Managing Director

BLACKSTONE REAL ESTATE HOLDINGS INTERNATIONAL II-Q L.P.

By: BREP International II-Q GP L.P.,

its general partner

By: BREP International II-Q GP L.L.C.,

its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BREP INTERNATIONAL II-Q GP L.P.

By: BREP International II-Q GP L.L.C.,

its general partner

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BREP INTERNATIONAL II-Q GP L.L.C.

By: /s/ Paul D. Quinlan Name: Paul D. Quinlan Title: Managing Director

BLACKSTONE HOLDINGS III L.P. By: Blackstone Holdings III GP L.P.,

its general partner

By: Blackstone Holdings III GP

Management L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP

Management L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

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

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

STEPHEN A. SCHWARZMAN

/s/ Stephen A. Schwarzman Name: Stephen A. Schwarzman

[Hilton Worldwide Holdings Inc. Schedule 13G/A]