

HD Supply Holdings, Inc.  
Form 4  
August 29, 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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EDGERLEY PAUL B

(Last) (First) (Middle)

C/O BAIN CAPITAL  
INVESTORS, JOHN HANCOCK  
TOWER, 200 CLARENDON ST.

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HD Supply Holdings, Inc. [HDS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/27/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
				(A) or (D)	Price		
Common Stock						36,471,875	I
							See Footnotes (1)

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)**

# Edgar Filing: HD Supply Holdings, Inc. - Form 4

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. Amount or Number of Shares
DEFERRED STOCK UNITS	\$ 22.88	08/27/2013		A	395 (2)	(2) (2)	Common Stock	395

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDGERLEY PAUL B C/O BAIN CAPITAL INVESTORS JOHN HANCOCK TOWER, 200 CLARENDON ST. BOSTON, MA 02116	X	X		

## Signatures

/s/ PAUL  
EDGERLEY 08/29/2013

\_\_Signature of Date  
Reporting Person

## 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) Mr. Paul Edgerley is a Managing Director of Bain Capital Investors, LLC ("BCI"). BCI is the administrative member of Bain Capital Integral Investors 2006, LLC ("BCI 2006"). As a result, Mr. Edgerley may be deemed to share voting and dispositive power with respect to the shares of common stock held by BCI 2006. Mr. Edgerley disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(2) Represents a grant of deferred stock units under the Company's 2013 Omnibus Incentive Plan pursuant to Mr. Edgerley's election to convert quarterly cash fees for board service to deferred stock units. Each deferred stock unit represents the right to receive one share of the Company's common stock, par value \$0.01 per share. The deferred stock units are fully vested and will be settled upon termination of Mr. Edgerley's board service.

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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