

CD&R ASSOCIATES VII (CO-INVESTMENT), LTD

Form 4

December 18, 2014

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 SECURITIESFiled 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 *
Clayton Dubilier & Rice Fund VII L
P

(Last) (First) (Middle)

C/O MAPLES CORPORATE
SERVICES LIMITED, P.O. BOX
309, UGLAND HOUSE

(Street)

GRAND CAYMAN, E9 KY1-1104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HD Supply Holdings, Inc. [HDS]3. Date of Earliest Transaction
(Month/Day/Year)
12/16/20144. 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)	
Common Stock	12/16/2014		S	V 18,290,178	(A) or (D) \$ 27.2	0	I	See notes (1) (2)

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

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Repor Trans (Instr
				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
Clayton Dubilier & Rice Fund VII L P C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R Associates VII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R Associates VII, L.P. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R Investment Associates VII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R Parallel Fund VII LP C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R Parallel Fund Associates VII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CLAYTON DUBILIER & RICE FUND VII CO-INVESTMENT L P C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE		X		

GRAND CAYMAN, E9 KY1-1104

CD&R ASSOCIATES VII (CO-INVESTMENT), LTD
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE
GRAND CAYMAN, E9 KY1-1104

X

Signatures

Clayton, Dubilier & Rice Fund VII, L.P., By: CD&R Associates VII, Ltd., its general partner By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/18/2014
_____ **Signature of Reporting Person	Date
CD&R Associates VII, Ltd., By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/18/2014
_____ **Signature of Reporting Person	Date
CD&R Associates VII, L.P., By: CD&R Investment Associates VII, Ltd., its general partner By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/18/2014
_____ **Signature of Reporting Person	Date
CD&R Investment Associates VII, Ltd., By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/18/2014
_____ **Signature of Reporting Person	Date
CD&R Parallel Fund VII, L.P., By: CD&R Parallel Fund Associates VII, Ltd., its general partner, By: /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary	12/18/2014
_____ **Signature of Reporting Person	Date
CD&R Parallel Fund Associates VII, Ltd., By: /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary	12/18/2014
_____ **Signature of Reporting Person	Date
Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P., By: CD&R Associates VII (Co-Investment), Ltd., its general partner, By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/18/2014
_____ **Signature of Reporting Person	Date
CD&R Associates VII (Co-Investment), Ltd., By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/18/2014
_____ **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).
 - (i) Clayton, Dubilier & Rice Fund VII, L.P. is a partnership of which CD&R Associates VII, Ltd. is the general partner, which is a wholly-owned subsidiary of CD&R Associates VII, L.P., the general partner of which is CD&R Investment Associates VII, Ltd. (ii) CD&R Parallel Fund VII, L.P. is a partnership of which CD&R Parallel Fund Associates VII, Ltd. is the general partner. (iii) Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P. is a partnership of which CD&R Associates VII (Co-Investment), Ltd. is the general partner, which is a wholly-owned subsidiary of CD&R Associates VII, L.P., the general partner of which is CD&R Investment Associates VII, Ltd.
 - (2) Each of CD&R Associates VII, Ltd., CD&R Associates VII, L.P. and CD&R Investment Associates VII, Ltd. expressly disclaims beneficial ownership of the shares previously held by Clayton, Dubilier & Rice Fund VII, L.P., as well as of the shares previously held by each of Clayton, Dubilier & Rice Fund VII (Co-Investment) L.P. and CD&R Parallel Fund VII, L.P. in each case, except to the extent of its pecuniary interest therein. CD&R Parallel Fund Associates VII, Ltd. expressly disclaims beneficial ownership of the shares previously held by each of CD&R Parallel Fund VII, L.P., Clayton, Dubilier & Rice Fund VII, L.P. and Clayton, Dubilier & Rice Fund VII

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(Co-Investment), L.P. except to the extent of its pecuniary interest therein.

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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