

HD Supply Holdings, Inc.
Form 4
March 27, 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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAIBI ANESA

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**3100 CUMBERLAND BLVD,
SUITE 1700**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2014

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
Pres&CEO, HD Supply Fac Maint

ATLANTA, GA 30339

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

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

(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	03/25/2014		M ⁽¹⁾	53,345 A \$ 8.3	63,345	D	
Common Stock	03/25/2014		S ⁽¹⁾	53,345 D \$ 25.0116	10,000	D	
Common Stock	03/26/2014		M ⁽¹⁾	172 A \$ 8.3	10,172	D	
Common Stock	03/26/2014		S ⁽¹⁾	172 D \$ 26.03	10,000	D	

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)

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
Options (Rights to Buy)	\$ 8.3	03/25/2014		M	53,345	<u>(2)</u> 02/03/2020	Common Stock	53,345
Options (Rights to Buy)	\$ 8.3	03/26/2014		M	172	<u>(4)</u> 02/03/2020	Common Stock	172

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHAIBI ANESA
3100 CUMBERLAND BLVD, SUITE 1700
ATLANTA, GA 30339

Pres&CEO, HD Supply Fac Maint

Signatures

James Brumsey, Attorney-in-Fact for Anesa Chaibi

03/27/2014

__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).

(1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Options to purchase 133,792 shares of common stock were granted to the reporting person on February 3, 2010 and scheduled to vest in five annual installments. 53,517 of these options are currently vested and outstanding. 26,759 options will vest on February 3, 2015, subject to continued employment with the Company.

(3) This transaction was executed in multiple trades at prices ranging from \$24.50 to \$25.20. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full

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information regarding the number of shares and prices at which the transaction was effected.

- (4) Options to purchase 133,792 shares of common stock were granted to the reporting person on February 3, 2010 and scheduled to vest in five annual installments. 172 of these options are currently vested and outstanding. 26,759 options will vest on February 3, 2015, subject to continued employment with the Company.

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.