

HD Supply Holdings, Inc.  
Form 4  
November 05, 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 \*  
STEGEMAN JOHN

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)  
11/03/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
President, HD Supply White Cap

ATLANTA, GA 30339

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/03/2014		M <sup>(1)</sup>	4,729 A \$ 8.3	33,091	D	
Common Stock	11/03/2014		M <sup>(1)</sup>	2,190 A \$ 8.3	35,281	D	
Common Stock	11/03/2014		S <sup>(1)</sup>	6,919 (3) D \$ 28.94	28,362	D	
Common Stock	11/05/2014		M <sup>(1)</sup>	2,275 A \$ 8.3	30,637	D	
Common Stock	11/05/2014		M <sup>(1)</sup>	9,872 A \$ 8.3	40,509	D	

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Common Stock      11/05/2014      S<sup>(1)</sup>      12,147  
(5)      D      \$ 29.01      28,362      D

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

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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 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
Stock Options (Right to Buy)	\$ 8.3	11/03/2014		M <sup>(1)</sup>	4,729	04/11/2014 04/10/2021	Common Stock	4,729
Stock Options (Right to Buy)	\$ 8.3	11/03/2014		M <sup>(1)</sup>	2,190	<sup>(2)</sup> 06/07/2020	Common Stock	2,190
Stock Options (Right to Buy)	\$ 8.3	11/05/2014		M <sup>(1)</sup>	2,275	<sup>(4)</sup> 06/07/2020	Common Stock	2,275
Stock Options (Right to Buy)	\$ 8.3	11/05/2014		M <sup>(1)</sup>	9,872	04/11/2014 04/11/2021	Common Stock	9,872

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

STEGEMAN JOHN  
3100 CUMBERLAND BLVD, SUITE 1700  
ATLANTA, GA 30339

President, HD  
Supply White  
Cap

## Signatures

James F. Brumsey, Attorney-in-Fact for John  
Stegeman

11/05/2014

\_\_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.

(2) These options were granted on June 8, 2010 and scheduled to vest in five annual installments. 99,580 of these options are currently vested and exercisable. The remaining 43,334 of these options will vest on June 8, 2015, subject to continued employment with the Company.

(3) This transaction was executed in multiple trades at prices ranging from \$28.81 to \$29. 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 information regarding the number of shares and prices at which the transaction was effected.

(4) These options were granted on June 8, 2010 and scheduled to vest in five annual installments. 97,390 of these options are currently vested. The remaining 43,334 of these options will vest on June 8, 2015, subject to continued employment with the Company.

(5) This transaction was executed in multiple trades at prices ranging from \$29 to \$29.07. 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 information regarding the number of shares and prices at which the transaction was effected.

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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