

HD Supply Holdings, Inc.

Form 4

April 04, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DEANGELO JOSEPH J

(Last) (First) (Middle)

3100 CUMBERLAND BLVD,  
SUITE 1700

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2017

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)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount         | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 03/31/2017                           |                                                    | M <u>1</u>                     |                                                                   | 300,000        | A          | \$ 20                                                                                         | 628,426                                                  | D                                                     |
| Common Stock                    | 03/31/2017                           |                                                    | S <u>1</u>                     |                                                                   | 300,000<br>(3) | D          | \$ 41.2813                                                                                    | 328,426                                                  | D                                                     |
| Common Stock                    | 04/03/2017                           |                                                    | M <u>1</u>                     |                                                                   | 263,345        | A          | \$ 20                                                                                         | 591,771                                                  | D                                                     |
| Common Stock                    | 04/03/2017                           |                                                    | M <u>1</u>                     |                                                                   | 36,655         | A          | \$ 18                                                                                         | 628,426                                                  | D                                                     |
| Common Stock                    | 04/03/2017                           |                                                    | S <u>1</u>                     |                                                                   | 300,000<br>(4) | D          | \$ 40.5232                                                                                    | 328,426                                                  | D                                                     |

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|              |            |                  |                |   |            |         |   |
|--------------|------------|------------------|----------------|---|------------|---------|---|
| Common Stock | 04/04/2017 | M <sup>(1)</sup> | 112,145        | A | \$ 18      | 440,571 | D |
| Common Stock | 04/04/2017 | S <sup>(1)</sup> | 112,145<br>(5) | D | \$ 40.2689 | 328,426 | D |

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

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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)

| 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Stock Options (right to buy)               | \$ 20                                                  | 03/31/2017                           |                                                    | M <sup>(1)</sup>               | 300,000                                                                                 | (2) 02/03/2020                                           | Common Stock 300,000                                          |
| Stock Options (right to buy)               | \$ 20                                                  | 04/03/2017                           |                                                    | M <sup>(1)</sup>               | 263,345                                                                                 | (2) 02/03/2020                                           | Common Stock 263,345                                          |
| Stock Options (right to buy)               | \$ 18                                                  | 04/03/2017                           |                                                    | M <sup>(1)</sup>               | 36,655                                                                                  | 06/26/2016 06/26/2023                                    | Common Stock 36,655                                           |
| Stock Options (right to buy)               | \$ 18                                                  | 04/04/2017                           |                                                    | M <sup>(1)</sup>               | 112,145                                                                                 | 06/26/2016 06/26/2023                                    | Common Stock 112,145                                          |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships                    |
|-------------------------------------------------------|----------------------------------|
|                                                       | Director 10% Owner Officer Other |
| DEANGELO JOSEPH J<br>3100 CUMBERLAND BLVD, SUITE 1700 | Chairman,<br>President and       |

ATLANTA, GA 30339

CEO

## Signatures

James F. Brumsey, Attorney-in-Fact for Joseph J.  
DeAngelo

04/04/2017

\_\_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 reported transactions were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

(2) These options were granted on February 3, 2010, vested in five equal annual installments from the grant date, and were fully vested as of February 3, 2015.

(3) This transaction was executed in multiple trades ranging from \$40.7275 to \$41.56. The price reported 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) This transaction was executed in multiple trades ranging from \$40.15 to 41.36. The price reported 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.

(5) This transaction was executed in multiple trades at prices ranging from \$40.05 to \$40.4650. 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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