STEVENS ANNA
Form 3
November 20, 2018

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â STEVENS ANNA
(Last) (First) (Middle)

3400 CUMBERLAND BLVD
(Street)

ATLANTA,Â GAÂ 30339
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/15/2018

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer _____ Other
(give title below) (specify below)
VP-HR & Chief Prople Officer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,402	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Restricted Stock (1)	Â (2)	Â (2)	Common Stock	1,071	$ 0	D	Â
Restricted Stock (1)	Â (3)	Â (3)	Common Stock	1,159	$ 0	D	Â
Restricted Stock (1)	Â (4)	Â (4)	Common Stock	3,924	$ 0	D	Â
Restricted Stock (1)	Â (5)	Â (5)	Common Stock	6,681	$ 0	D	Â
Stock Options (right to buy) (1)	Â (6)	03/09/2026	Common Stock	6,092	$ 27.88	D	Â
Stock Options (right to buy) (1)	Â (7)	02/28/2027	Common Stock	15,945	$ 43	D	Â
Stock Options (right to buy) (1)	Â (8)	03/08/2028	Common Stock	19,252	$ 36.54	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS ANNA 3400 CUMBERLAND BLVD ATLANTA,Â GAÂ 30339	Â	Â	Â VP-HR & Chief Prople Officer	Â

Signatures

Rita L. Fadell, Attorney-in-Fact for Anna Stevens	11/20/2018
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock options and restricted stock awards granted under the Issuer Omnibus Incentive Plan vest in four equal annual installments beginning on the first anniversary of the grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the awards continue to vest as scheduled, subject to the agreement of the reporting person not to engage in solicitation or competitive activity with the Company.

(2) Award of 4,284 restricted shares on March 10, 2015. 3,213 shares are fully vested and 1,071 shares will vest on March 10, 2019.

(3) Award of 2,318 restricted shares on March 9, 2016. 1,159 shares are fully vested and 579 shares will vest on March 9, 2019 and 580 shares will vest on March 9, 2020.

(4) Award of 5,232 restricted shares on February 28, 2017. 1,308 shares are fully vested and 1,308 shares and will vest on each of February 28, 2019, 2020 and 2021.

(5) Award of 6,681 restricted shares on March 8, 2018. 1,670 shares will vest on each of March 8, 2019, 2020 and 2021; and 1,671 shares will vest on March 8, 2022.

(6)

Award of 6,092 stock options on March 9, 2016. 3,046 option shares are fully vested and 1,523 option shares will vest on each of March 9, 2019 and 2020.

(7) Award of 15,495 stock options stock options on February 28, 2017. 3,873 option shares are fully vested and 3,874 option shares will vest on each of February 28, 2019, 2020 and 2021.

(8) Award of 19,252 stock options on March 8, 2018. 4,813 option shares will vest on each of March 8, 2019, 2020, 2021 and 2022.

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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