HD Supply Holdings, Inc.

Form 4

November 26, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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0.5

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> X 10% Owner Other (specify

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

EDGERLEY PAUL B

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

HD Supply Holdings, Inc. [HDS]

3. Date of Earliest Transaction

(Month/Day/Year) 11/25/2014

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

C/O BAIN CAPITAL INVESTORS. LLC. JOHN HANCOCK TOWER.

(State)

(First)

200 CLARENDON STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Ι

BOSTON, MA 02116

(City)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

26,463,850

See Footnote

SEC 1474

(9-02)

(1)

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)

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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)	4. Transac Code (Instr. 8	ctionof De B) Se Ae (A De of (In	Derivative		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)
			Code `	V (A) (l	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(2)</u>	11/25/2014	A	6	36		(3)	(3)	Common Stock	636	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
EDGERLEY PAUL B C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	X	X				

Signatures

Paul Edgerley 11/26/2014

**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).

Bain Capital Investors, LLC ("BCI") is the administrative member of Bain Capital Integral Investors 2006, LLC ("BCII 2006"). The governance, investment strategy and decision-making process with respect to the investments held by the BCII 2006 is directed by BCI's

- (1) Global Private Equity Board ("GPEB"). Paul Edgerley is a member of GPEB and a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Edgerley may be deemed to share voting and dispositive power with respect to the shares of common stock held by BCII 2006. Mr. Edgerley disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (2) Each deferred stock unit represents a contingent right to receive one share of the Company's common stock.
- Represents a grant of deferred stock units under the Company's 2013 Omnibus Incentive Plan pursuant to the reporting person's election to convert quarterly cash fees for board service to deferred stock units. The deferred stock units are fully vested and will be settled upon termination of the reporting person's board service.

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.

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