

HD Supply Holdings, Inc.  
Form 4  
September 19, 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 \*  
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)  
09/18/2014

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)  
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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/18/2014		M <sup>(1)</sup>		61,750	A	\$ 8.3
Common Stock	09/18/2014		M <sup>(1)</sup>		55,300	A	\$ 8.3
Common Stock	09/18/2014		S <sup>(1)</sup>		61,750	D	\$ 29
Common Stock <sup>(3)</sup>	09/18/2014		S <sup>(1)</sup>		55,300	D	\$ 29
					261,750	D	
					317,050	D	
					255,300	D	
					200,000	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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 8.3	09/18/2014		M <sup>(1)</sup>	61,750	<sup>(2)</sup> 02/03/2020	Common Stock	61,750
Stock Options (Right to Buy)	\$ 8.3	09/18/2014		M <sup>(1)</sup>	55,300	04/11/2014 04/10/2021	Common Stock	55,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEANGELO JOSEPH J 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339			President and CEO	

## Signatures

Ricardo J. Nunez, Attorney-in-Fact for Joseph J. DeAngelo

09/19/2014

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) The options vest in five annual installments beginning on the first anniversary of the February 3, 2010 grant date. 494,000 of the options are currently vested. The remaining 123,500 options will vest on February 3, 2015, subject to continued employment with the Company.

## Edgar Filing: HD Supply Holdings, Inc. - Form 4

- (3) The 200,000 shares of common stock attributed to Mr. DeAngelo were transferred by Mr. DeAngelo on or about December 27, 2012 to a trust, with respect to which his wife serves as trustee. Mr. DeAngelo disclaims any beneficial ownership of such shares held by the trust.

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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