

HD Supply Holdings, Inc.  
Form 4  
April 04, 2017

**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

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

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Chairman, President and CEO

(Street)  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/31/2017		M <sup>(1)</sup>		300,000	A	\$ 20
Common Stock	03/31/2017		S <sup>(1)</sup>		300,000 <sup>(3)</sup>	D	\$ 41.2813
Common Stock	04/03/2017		M <sup>(1)</sup>		263,345	A	\$ 20
Common Stock	04/03/2017		M <sup>(1)</sup>		36,655	A	\$ 18
Common Stock	04/03/2017		S <sup>(1)</sup>		300,000 <sup>(4)</sup>	D	\$ 40.5232

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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 <u>(5)</u>	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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(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	<u>(2)</u>	02/03/2020	Common Stock	300,000
Stock Options (right to buy)	\$ 20	04/03/2017		M <sup>(1)</sup>	263,345	<u>(2)</u>	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 3100 CUMBERLAND BLVD, SUITE 1700			Chairman, 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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