

McDEVITT DAN S  
Form 4  
March 12, 2018

# FORM 4

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

OMB APPROVAL

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## 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 \*  
McDEVITT DAN S

(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)

03/08/2018

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)  
Gen. Counsel & Corp. Secretary

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	03/09/2018		M <sup>(5)</sup>		1,110	A	\$ 37.61
Common Stock	03/09/2018		F <sup>(6)</sup>		329	D	\$ 37.61
Common Stock	03/10/2018		M <sup>(7)</sup>		1,696	A	\$ 37.61
Common Stock	03/10/2018		F <sup>(6)</sup>		515	D	\$ 37.61

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	\$ 0	03/08/2018		A	3,606	(1)	(1)	Common Stock	3,606
Stock Options (right to buy)	\$ 36.54	03/08/2018		A	20,787	(2)	(2)	Common Stock	20,787
Performance Stock Units	(3)	03/08/2018		A	3,606	(4)	(4)	Common Stock	3,606
Restricted Stock	\$ 37.61	03/09/2018		M <sup>(5)</sup>	1,110	(5)	(5)	Common Stock	1,110
Restricted Stock	\$ 37.61	03/10/2018		M <sup>(7)</sup>	1,696	(7)	(7)	Common Stock	1,696

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDEVITT DAN S 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339			Gen. Counsel & Corp. Secretary	

## Signatures

Rita L. Fadell, Attorney-in-Fact for Dan S. McDevitt  
Date: 03/12/2018

\*\*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)

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Restricted shares granted under the HD Supply Holdings, Inc. Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 8, 2018 grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the restricted shares 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) Nonqualified stock options granted under the HD Supply Holdings, Inc. Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 8, 2018 grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the stock options continue to vest as scheduled, subject to the agreement of the reporting person not to engage in solicitation or competitive activity with the Company.

(3) Each unit represents a contingent right to receive one share of Company common stock.

The number of shares acquired upon vesting of the performance-based stock units is contingent upon the achievement of pre-established performance metrics, approved by the Compensation Committee, over a three-year performance period (fiscal 2018-2020) and continued employment through the end of the performance period. The number of shares reflected is at the target award amount. No stock units will vest below a minimum level of performance. At or above the minimum level of performance, the actual number of vested shares may range from 0% to 200% of the target award amount. In the event of termination before the end of the performance period due to death, disability or retirement at or after age 62 with at least five years of service, a proportionate number of shares will vest based on the number of days employed to total days during the performance period.

(5) Conversion on vesting and lapse of restrictions on restricted shares granted on March 9, 2016 under the 2013 Omnibus Incentive Plan. The award vests in four equal annual installments from the grant date.

(6) Shares withheld by Issuer pursuant to a non-discretionary share withholding procedure to satisfy tax withholding requirements on vesting of restricted shares.

(7) Conversion on vesting and lapse of restrictions on restricted shares granted on March 10, 2015 under the 2013 Omnibus Incentive Plan. The award vests in four equal annual installments from the grant date.

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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