

McNamee Patrick
Form 4
May 18, 2018

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 *
McNamee Patrick

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)
3400 CUMBERLAND BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					3,868	I	By trust
Common Stock	05/17/2018		M ⁽³⁾	3,290 A	\$ 40.72 21,184	D	

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

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SEC 1474 (9-02)

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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	
Restricted Stock Units	(1)	05/17/2018		A(2)	3,192	(2) (2)	Common Stock	3,192
Restricted Stock Units	\$ 40.72	05/17/2018		M(3)	3,290	(3) (3)	Common Stock	3,290

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McNamee Patrick
3400 CUMBERLAND BOULEVARD
ATLANTA, GA 30339

Signatures

Rita L. Fadell, Attorney-in-Fact for Patrick R. McNamee

05/18/2018

__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) Each unit represents a contingent right to receive one share of Issuer common stock.

(2) Grant of restricted stock units under Issuer Omnibus Incentive Plan pursuant to its Board of Directors Compensation Policy. The units vest on the earliest of (1) the one-year anniversary of the grant date, (2) the next annual stockholders meeting, or (3) a change in control, and will be settled upon vesting unless the reporting person elects to defer settlement to a later date. A pro rata portion of the award vests upon termination of board service due to death, disability or age 75 retirement.

(3) Settlement of restricted stock units in shares of Issuer common stock on their scheduled vesting date. The units were granted on 5/17/2017 under Issuer Omnibus Incentive Plan pursuant to its Board of Directors Compensation Policy.

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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