

HD Supply Holdings, Inc.
Form 4
November 05, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEWMAN MARGARET

(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)

11/03/2014

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)

Senior Vice President, HR

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/03/2014		M ⁽¹⁾	25,246 A \$ 8.3	25,746	D	
Common Stock	11/03/2014		M ⁽¹⁾	1 A \$ 8.3	25,747	D	
Common Stock	11/03/2014		S ⁽¹⁾	25,246 (2) D \$ 28.91	501	D	
Common Stock	11/03/2014		S ⁽¹⁾	1 D \$ 29.01	500	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 or Number of Shares
Stock Options (Right to Buy)	\$ 8.3	11/03/2014		M ⁽¹⁾		25,246		04/11/2014	04/10/2021	Common Stock	25,246
Stock Options (Right to Buy)	\$ 8.3	11/03/2014		M ⁽¹⁾		1		⁽³⁾	02/03/2020	Common Stock	1

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NEWMAN MARGARET
3100 CUMBERLAND BLVD, SUITE 1700
ATLANTA, GA 30339

Senior Vice
President, HR

Signatures

James F. Brumsey, Attorney-in-Fact for Margaret
Newman

11/05/2014

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.

This transaction was executed in multiple trades at prices ranging from \$28.75 to \$29.01. The price reported reflects the weighted average
(2) 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.

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- These options were granted on February 3, 2010 and scheduled to vest in five annual installments. 25,243 of these options are currently
- (3) vested and exercisable. The remaining 20,584 of these options will vest on February 3, 2015, subject to continued employment with the Company.

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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