

HD Supply Holdings, Inc.  
Form 8-K  
December 16, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **December 16, 2014 (December 10, 2014)**

**HD SUPPLY HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-35979**  
(Commission  
File Number)

**26-0486780**  
(I.R.S Employer  
Identification Number)

**3100 Cumberland Boulevard, Suite 1480**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30339**  
(Zip Code)

Registrant's telephone number, including area code: **(770) 852-9000**

## Edgar Filing: HD Supply Holdings, Inc. - Form 8-K

### **Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01 Other Events.**

On December 10, 2014, HD Supply Holdings, Inc. (the "Company"), certain of the Company's stockholders, including investment funds associated with The Carlyle Group and Clayton, Dubilier & Rice, LLC, and THD Holdings, LLC (collectively, the "Selling Stockholders"), and Barclays Capital Inc. (the "Underwriter") entered into an underwriting agreement (the "Underwriting Agreement") pursuant to which the Selling Stockholders agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholders, subject to and upon terms and conditions set forth therein, 40,661,072 shares of the Company's common stock.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the copy thereof, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description of Exhibit
1.1	Underwriting Agreement, dated December 10, 2014, among HD Supply Holdings, Inc., the selling stockholders named therein and Barclays Capital Inc.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 16, 2014

HD SUPPLY HOLDINGS, INC.

By:

/s/ Ricardo J. Nunez  
Ricardo J. Nunez  
Senior Vice President, General Counsel  
and Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
1.1	Underwriting Agreement, dated December 10, 2014, among HD Supply Holdings, Inc., the selling stockholders named therein and Barclays Capital Inc.