

HD Supply Holdings, Inc.  
Form 3  
June 26, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Clayton Dubilier & Rice Fund		(Month/Day/Year)	HD Supply Holdings, Inc. [HDS]	
VII L P		06/26/2013		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O MAPLES CORPORATE SERVICES LIMITED,Â P.O. BOX 309, UGLAND HOUSE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(specify below)	
GRAND CAYMAN,Â E9Â KY1-1104			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	36,461,875	I	See notes <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clayton Dubilier & Rice Fund VII L P C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	^	^ X	^	^
CD&R Associates VII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	^	^ X	^	^
CD&R Associates VII, L.P. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	^	^ X	^	^
CD&R Investment Associates VII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	^	^ X	^	^
CD&R Parallel Fund VII LP C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	^	^ X	^	^
CD&R Parallel Fund Associates VII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	^	^ X	^	^
CLAYTON DUBILIER & RICE FUND VII CO-INVESTMENT L P C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	^	^ X	^	^
CD&R ASSOCIATES VII (CO-INVESTMENT), LTD C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	^	^ X	^	^

## Signatures

Clayton, Dubilier & Rice Fund VII, L.P., By: CD&R Associates VII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	06/26/2013
__Signature of Reporting Person	Date
CD&R Associates VII, Ltd., By: Theresa A. Gore, VP, Treas. and Asst. Sec.	06/26/2013
__Signature of Reporting Person	Date
CD&R Associates VII, L.P., By: CD&R Investment Associates VII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	06/26/2013
__Signature of Reporting Person	Date
CD&R Investment Associates VII, Ltd., By: Theresa A. Gore, VP, Treas. and Asst. Sec.	06/26/2013
__Signature of Reporting Person	Date
CD&R Parallel Fund VII, L.P., By: CD&R Parallel Fund Associates VII, Ltd., its general partner, By: Theresa A. Gore, Vice President, Treasurer and Assistant Secretary	06/26/2013
__Signature of Reporting Person	Date
CD&R Parallel Fund Associates VII, Ltd., By: Theresa A. Gore, Vice President, Treasurer and Assistant Secretary	06/26/2013
__Signature of Reporting Person	Date
Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P., By: CD&R Associates VII (Co-Investment), Ltd., its general partner, By: Theresa A. Gore, VP, Treas. and Asst. Sec.	06/26/2013
__Signature of Reporting Person	Date
CD&R Associates VII (Co-Investment), Ltd., By: Theresa A. Gore, VP, Treas. and Asst. Sec.	06/26/2013
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares held as follows: (i) 30,000,000 shares of common stock held by Clayton, Dubilier & Rice Fund VII, L.P., whose general partner is CD&R Associates VII, Ltd., whose sole stockholder is CD&R Associates VII, L.P., whose general partner is CD&R Investment Associates VII, Ltd.; (ii) 213,604 shares of common stock held by CD&R Parallel Fund VII, L.P., whose general partner is CD&R Parallel Fund Associates VII, Ltd.; and (iii) 6,248,271 shares of common stock held by Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P., whose general partner is CD&R Associates VII (Co-Investment), Ltd., whose sole stockholder is CD&R Associates VII, L.P., whose general partner is CD&R Investment Associates VII, Ltd.

(2) Each of CD&R Associates VII, Ltd., CD&R Associates VII, L.P. and CD&R Investment Associates VII, Ltd. expressly disclaims beneficial ownership of the shares held by Clayton, Dubilier & Rice Fund VII, L.P., as well as of the shares held by each of Clayton, Dubilier & Rice Fund VII (Co-Investment) L.P. and CD&R Parallel Fund VII, L.P. in each case, except to the extent of its pecuniary interest therein. CD&R Parallel Fund Associates VII, Ltd. expressly disclaims beneficial ownership of the shares held by each of CD&R Parallel Fund VII, L.P., Clayton, Dubilier & Rice Fund VII, L.P. and Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P. except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.