Edgar Filing: HD Supply Holdings, Inc. - Form 4

	Holdings, Inc.										
Form 4	24.6										
March 11, 2016 OMB APPROVAL											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB OMB Number:	3235-0287		
Check the if no lon subject to Section Form 4 Form 5	F CHANGES IN BENEFICIAL OWNERSH SECURITIES						Expires: Estimated a burden hou response				
Form 5 obligations may continue. See Instruction 1(b). 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)										
DEANGELO JOSEPH J Sy			2. Issuer Name and Ticker or Trading Symbol HD Supply Holdings, Inc. [HDS]				I	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) ((Check	ck all applicable)		
(Mo			(Month/Day/Year) 03/09/2016				- - t	Director 10% Owner Officer (give title Other (specify below) below) Chairman, President and CEO			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA, GA 30339 — Form filed by More than One Reporting Person								porting			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/10/2016			M <u>(3)</u>	34,794	А	\$ 27.33	227,246	D		
Common Stock	03/11/2016			S <u>(4)</u>	16,564 (5)	D	\$ 27.984	210,682	D		

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

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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. Transactio Code (Instr. 8)	TransactionDerivative Securities Code Acquired (A) or		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
	-			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Restricted Stock	\$ 0	03/09/2016		A <u>(1)</u>	38,109	(2)	(1)	(1)	Common Stock	38,1
Stock Options (Right to Buy)	\$ 0	03/09/2016		A <u>(2)</u>	300,424		(2)	(2)	Common Stock	300,4
Restricted Stock	\$ 27.33	03/10/2016		M <u>(3)</u>		34,794	(3)	(3)	Common Stock	34,7

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DEANGELO JOSEPH J 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339			Chairman, President and CEO				
Signatures							
James F. Brumsey, Attorney-in-Fact for Joseph J. DeAngelo		03/11/2016					
**Signature of Reporting Person		Date					
Explanation of Personeers							

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).

Restricted shares granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 9, 2016 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 reporting person's agreement not to engage in solicitation or competitive activity with the Company.

Nonqualified stock options granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 9, 2016 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 reporting person's agreement not to engage in solicitation or competitive activity with the Company.

- (3) 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.
- (4) Shares withheld and sold in the open market to satisfy mandatory tax withholding upon vesting and lapse of restrictions on restricted shares.

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This transaction was executed in multiple trades at prices ranging from \$27.96 to \$28.10. The price reported above reflects the weighted
(5) average 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.

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.