

HD Supply Holdings, Inc.  
Form 4  
November 14, 2016

**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

OMB  
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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)  
**11/09/2016**

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)

**SVP, Chief People Officer**

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	11/09/2016		M <sup>(1)</sup>	57,200 A	\$ 18 68,345	D	
Common Stock	11/09/2016		S <sup>(1)</sup>	57,200 (3) D	\$ 35.0599 11,145	D	
Common Stock	11/10/2016		M <sup>(1)</sup>	28,375 A	\$ 20 39,520	D	
Common Stock	11/10/2016		S <sup>(1)</sup>	28,375 (5) D	\$ 36.4354 11,145	D	

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

**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.**

SEC 1474  
(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)		8. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Rights to buy)	\$ 18	11/09/2016		M <sup>(1)</sup>	57,200	<u>(2)</u>	<u>(2)</u>	Common Stock	57,200	\$
Options (Rights to Buy)	\$ 20	11/10/2016		M <sup>(1)</sup>	28,375	<u>(4)</u>	<u>(4)</u>	Common Stock	28,375	\$

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

SVP, Chief People Officer

## Signatures

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

11/14/2016

\_\_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 previously adopted by the reporting person.
- (2) These options were granted on June 26, 2013, and vested in full on June 26, 2016.
- (3) This transaction was executed in multiple trades at prices ranging from \$35 to \$35.35. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full

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information regarding the number of shares and prices at which the transaction was effected.

- (4) These options were granted on February 3, 2010, and vested in full on February 3, 2015.

This transaction was executed in multiple trades at prices ranging from \$36.11 to \$37. 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.

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