

HD Supply Holdings, Inc.
Form 4
May 19, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EDGERLEY PAUL B

(Last) (First) (Middle)

**C/O BAIN CAPITAL
INVESTORS, JOHN HANCOCK
TOWER, 200 CLARENDON ST.**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HD Supply Holdings, Inc. [HDS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2014

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)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock							
					27,769,623	I	
							See Footnote (1)

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
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SEC 1474
(9-02)

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

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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 Deriv Secur (Instr
				Code	V	(A)	(D)	
Restricted Stock Units	(2)	05/15/2014		A		3,868	(3) (3)	Common Stock 3,868 \$
Deferred Stock Units	(2)	05/16/2014		A		721	(4) (4)	Common Stock 721 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDGERLEY PAUL B C/O BAIN CAPITAL INVESTORS JOHN HANCOCK TOWER, 200 CLARENDON ST. BOSTON, MA 02116	X	X		

Signatures

/s/ PAUL B.
EDGERLEY

05/19/2014

__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) Bain Capital Investors, LLC ("BCI") is the administrative member of Bain Capital Integral Investors 2006, LLC ("BCI 2006"). The governance, investment strategy and decision-making process with respect to the investments held by the BCI 2006 is directed by BCI's Global Private Equity Board ("GPEB"). Paul Edgerley is a member of GPEB and a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Edgerley may be deemed to share voting and dispositive power with respect to the shares of common stock held by BCI 2006. Mr. Edgerley disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (2) Each stock unit represents a contingent right to receive one share of the Company's common stock.
- (3) Grant of restricted stock units under the Company's 2013 Omnibus Incentive Plan. The restricted stock units vest on the earliest of: (1) the one year anniversary of the grant date, (2) the Company's next annual shareholders meeting, or (3) a change in control, and will be settled upon vesting unless the reporting person elects to defer settlement to a later date. A pro rata portion of the award vests upon termination of the reporting person's service due to death, disability or age 75 retirement.

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- Represents a grant of deferred stock units under the Company's 2013 Omnibus Incentive Plan pursuant to Mr. Edgerley's election to
- (4) convert quarterly cash fees for board service to deferred stock units. The deferred stock units are fully vested and will be settled upon termination of Mr. Edgerley's board service.

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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