

HD Supply Holdings, Inc.  
Form 4  
December 03, 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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEGEMAN JOHN**

(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)  
12/01/2014

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 \_\_\_\_ Other (specify  
below) below)  
President, HD Supply White Cap

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/01/2014		M <sup>(1)</sup>		4,238	A \$ 8.3	32,600 D
Common Stock	12/01/2014		S <sup>(1)</sup>		4,238 (3)	D \$ 28.54	28,362 D
Common Stock	12/02/2014		M <sup>(1)</sup>		4,200	A \$ 8.3	32,562 D
Common Stock	12/02/2014		S <sup>(1)</sup>		4,200 (5)	D \$ 29	28,362 D

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

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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)

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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 8.3	12/01/2014		M <sup>(1)</sup>	4,238	<sup>(2)</sup>	06/07/2020	Common Stock	4,238	
Stock Options (Right to Buy)	\$ 8.3	12/02/2014		M <sup>(1)</sup>	4,200	<sup>(4)</sup>	06/07/2020	Common Stock	4,200	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEGEMAN JOHN 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339	President, HD Supply White Cap

## Signatures

James F. Brumsey, Attorney-in-Fact for John A. Stegeman

12/03/2014

\_\_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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2)

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

These options were granted on June 8, 2010 and scheduled to vest in five annual installments. 95,115 of these options are currently vested and exercisable. The remaining 43,334 of these options will vest on June 8, 2015, subject to continued employment with the Company.

This transaction was executed in multiple trades at prices ranging from \$28.36 to \$29. The price reported above reflects the weighted

- (3) 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.

- (4) These options were granted on June 8, 2010 and scheduled to vest in five annual installments. 90,877 of these options are currently vested and exercisable. The remaining 43,334 of these options will vest on June 8, 2015, subject to continued employment with the Company.

This transaction was executed in multiple trades at prices ranging from \$29 to \$29.05. 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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