

HD Supply Holdings, Inc.

Form 3

December 23, 2013

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Margolius Steven

(Last) (First) (Middle)

3100 CUMBERLAND BLVD,
SUITE 1700

(Street)

ATLANTA,Â GAÂ 30339

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/17/2013

3. Issuer Name **and** Ticker or Trading Symbol
HD Supply Holdings, Inc. [HDS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☐ Officer ☐ Other

(give title below) (specify below)

President, HD Supply Power Sol

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 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

12,500

D Â

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
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options (Rights to Buy)	Â (1)	06/26/2023	Common Stock	57,200	\$ 18	D	Â
Options (Rights to Buy)	Â (2)	04/10/2021	Common Stock	169,812	\$ 20	D	Â
Options (Rights to Buy)	Â (3)	04/10/2021	Common Stock	182,332	\$ 8.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Margolius Steven 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339	Â	Â	Â President, HD Supply Power Sol	Â

Signatures

Rita Fadell, Attorney-in-Fact for Steven Margolius 12/23/2013

__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) These options were granted on June 26, 2013 and are scheduled to vest in full on June 26, 2016, subject to continued employment with the Company.

(2) These options were granted on April 11, 2011 and are scheduled to vest in five annual installments, with 67,924 being currently vested and 33,963 scheduled to vest on each of April 11, 2014 and 2016 and 33,962 on April 11, 2015, subject to continued employment with the Company.

(3) These options were granted on April 11, 2011 and are scheduled to vest as follows, subject to continued employment with the Company:
(x) 113,208 of these options are scheduled to vest in five annual installments, with 45,283 being currently vested and 22,641 scheduled to vest on April 11, 2014 and 22,642 on each of April 11, 2015 and 2016; and (y) 69,124 of these options are scheduled to vest in full on April 11, 2014.

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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