

HD Supply Holdings, Inc.
Form 4
March 11, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVITT EVAN

(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)

03/09/2016

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 ____ Other (specify
below) below)

Senior Vice President and CFO

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	03/10/2016		M ⁽³⁾	6,181 A	\$ 27.33 16,997	D	
Common Stock	03/11/2016		S ⁽⁴⁾	2,047 ⁽⁵⁾ D	\$ 27.991 14,950	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)

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

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock	\$ 0	03/09/2016		A ⁽¹⁾		12,777		<u>(1)</u>	<u>(1)</u>	Common Stock	12,777
Stock Options (Right to Buy)	\$ 0	03/09/2016		A ⁽²⁾		100,730		<u>(2)</u>	<u>(2)</u>	Common Stock	100,730
Restricted Stock	\$ 27.33	03/10/2016		M ⁽³⁾		6,181		<u>(3)</u>	<u>(3)</u>	Common Stock	24,720

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVITT EVAN 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339			Senior Vice President and CFO	

Signatures

James F. Brumsey, Attorney-in-Fact for Evan J. Levitt
03/11/2016

__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) 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.

(2) 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.

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

This transaction was executed in multiple trades at prices ranging from \$27.97 to \$28.09. 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.