

HD Supply Holdings, Inc.  
Form 4  
March 13, 2017

**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 \*  
**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)

**03/09/2017**

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/09/2017		M <sup>(1)</sup>		1,619	A	\$ 41.92	16,436	D
Common Stock	03/10/2017		M <sup>(2)</sup>		4,923	A	\$ 41.99	21,359	D
Common Stock	03/10/2017		S <sup>(3)</sup>		542	D	\$ 42.062	20,817	D
Common Stock	03/11/2017		M <sup>(4)</sup>		17,035	A	\$ 41.99	37,852	D
Common Stock	03/13/2017		S <sup>(5)</sup>		8,618	D	\$ 42.3418	29,234	D

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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 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. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock	\$ 41.92	03/09/2017		M <sup>(1)</sup>	1,619	<u>(1)</u> <u>(1)</u>	Common Stock	1,619
Restricted Stock	\$ 41.99	03/10/2017		M <sup>(2)</sup>	4,923	<u>(2)</u> <u>(2)</u>	Common Stock	4,923
Restricted Stock	\$ 41.99	03/11/2017		M <sup>(4)</sup>	17,035	<u>(4)</u> <u>(4)</u>	Common Stock	17,035

## 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

03/13/2017

\*\*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) Conversion on vesting and lapse of restrictions on restricted shares granted on March 9, 2016 under the 2013 Omnibus Incentive Plan. The award vests in four equal annual installments from the grant date.
- (2) 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.

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- (3) Shares withheld and sold in the open market to satisfy mandatory tax withholding upon vesting and lapse of restrictions on restricted shares.
- (4) Conversion on vesting and lapse of restrictions on restricted shares granted on March 6, 2014, March 10, 2015, and March 9, 2016 pursuant to the separation agreement and release of claims between the Company and the reporting person.  
This transaction was executed in multiple trades ranging from \$42.11 to \$42.76. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5)

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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