

# **HD SUPPLY HOLDINGS, INC.**

Reported by  
**PEFFER CHARLES**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/19/17 for the Period Ending 05/17/17

Address	3100 CUMBERLAND BOULEVARD, SUITE 1480 ATLANTA, GA 30339
Telephone	770-852-9000
CIK	0001573097
Symbol	HDS
Fiscal Year	01/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Peffer Charles</b>  (Last) (First) (Middle)  <b>3100 CUMBERLAND BLVD, SUITE 1480</b>  (Street)  <b>ATLANTA, GA 30339</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>HD Supply Holdings, Inc. [ HDS ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/17/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/17/2017		M	(3)	3612	A	\$39.51	17725	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	5/17/2017		A	(2)	3290		(2)	(2)	Common Stock	3290	\$0	3290	D	
Restricted Stock Units	\$39.51	5/17/2017		M	(3)		3612	(3)	(3)	Common Stock	3612	\$0	0	D	

**Explanation of Responses:**

- (1) Each restricted stock unit represents a contingent right to receive one share of Company common stock.
- (2) Grant of restricted stock units under the HD Supply Holdings, Inc. Omnibus Incentive Plan. The restricted stock units vest on the earliest of (1) the one-year anniversary of the grant date, (2) the next annual stockholders meetings, 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 board service due to death, disability or age 75 retirement.
- (3) Represents the settlement of restricted stock units in shares of Company common stock on their scheduled vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Peffer Charles</b> <b>3100 CUMBERLAND BLVD, SUITE 1480</b> <b>ATLANTA, GA 30339</b>	X			

**Signatures**

**James F. Brumsey, Attorney-in-Fact for Charles W. Peffer**

**5/19/2017**

—Signature of Reporting Person

Date

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

\* 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).

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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