

HD SUPPLY HOLDINGS, INC.

Reported by
WOLFE LAUREN TAYLOR

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
SIC Code	5000 - Wholesale-Durable Goods
Industry	Diversified Trading & Distributing
Sector	Industrials
Fiscal Year	01/31

FORM 4

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

OMB APPROVAL
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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

1. Name and Address of Reporting Person * Wolfe Lauren Taylor <small>(Last) (First) (Middle)</small> 3100 CUMBERLAND BLVD, SUITE 1700 <small>(Street)</small> ATLANTA, GA 30339 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol HD Supply Holdings, Inc. [HDS] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/17/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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			

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	
Deferred Stock Units	(1)	5/18/2017		A	(3)	608		(3)	(3)	Common Stock	608	\$0	608	D	

Explanation of Responses:

- (1) Each 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) Grant of deferred stock units under the HD Supply Holdings, Inc. Omnibus Incentive Plan pursuant to the election of the reporting person to convert quarterly cash fees for board service to deferred stock units. The deferred stock units are fully vested and will be settled upon termination of board service.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolfe Lauren Taylor 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339	X			

Signatures

James F. Brumsey, Attorney-in-Fact for Lauren Taylor Wolfe

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.

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.