

# **HD SUPPLY HOLDINGS, INC.**

Reported by  
**STEGEMAN JOHN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/13/17 for the Period Ending 03/09/17

|             |  |
|-------------|--|
| Address     | 3100 CUMBERLAND BOULEVARD, SUITE 1480<br>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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[ ] 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 or Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| STEGEMAN JOHN                             |  | HD Supply Holdings, Inc. [ HDS ]                  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Pres, HD Supply C&amp;I-White Cap</b> |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| 3100 CUMBERLAND BLVD, SUITE 1700          |  | 3/9/2017  |  |   |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| ATLANTA, GA 30339                         |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)                      |  |   |  |   |  |

**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                    | 3/9/2017       |                                   | M (1)                     |   | 2663  | A          | \$41.92   | 46103   | D  |   |
| Common Stock                    | 3/10/2017      |                                   | M (2)                     |   | 9744  | A          | \$41.99   | 55847   | D  |   |
| Common Stock                    | 3/10/2017      |                                   | S (3)                     |   | 892   | D          | \$42.0827 | 54955   | D  |   |
| Common Stock                    | 3/13/2017      |                                   | S (3)                     |   | 3250 (4)  | D          | \$42.3349 | 51705   | 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 |   |  |  |  |  |
| Restricted Stock                         | \$41.92  | 3/9/2017       |                                   | M (1)                     |   | 2663   |     | (1)                                     | (1)             | Common Stock  | \$0  | 7992   | D  |  |
| Restricted Stock                         | \$41.99  | 3/10/2017      |                                   | M (2)                     |   | 9744   |     | (2)                                     | (2)             | Common Stock  | \$0  | 19487  | D  |  |

### Explanation of Responses:

- 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.
- 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.
- Shares withheld and sold in the open market to satisfy mandatory tax withholding upon vesting and lapse of restrictions on restricted shares.
- This transaction was executed in multiple trades ranging from \$42.12 to \$42.72. 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.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| STEGEMAN JOHN<br>3100 CUMBERLAND BLVD, SUITE 1700<br>ATLANTA, GA 30339 |               |           | Pres, HD Supply C&I-White Cap |       |

### Signatures

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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