

HD SUPPLY HOLDINGS, INC.

Reported by
STENGEL WILLIAM P II

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 06/14/17 for the Period Ending 06/14/17

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

INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
STENGEL WILLIAM P II			6/14/2017		HD Supply Holdings, Inc. [HDS]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
3100 CUMBERLAND BLVD, SUITE 1700, SUITE 1700			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres&CEO, HDS Facilities Main. /				
(Street)			5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14836	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	11/4/2015	11/3/2020	Common Stock	8334	\$8.3	D	
Stock Options (Right to Buy)	11/4/2015	11/3/2020	Common Stock	31250	\$20	D	
Stock Options (Right to Buy)	4/11/2014	4/10/2021	Common Stock	19916	\$8.3	D	
Stock Options (Right to Buy)	6/26/2016	6/26/2023	Common Stock	21700	\$18	D	
Stock Options (Right to Buy)	(1)	3/9/2026	Common Stock	86959	\$27.88	D	
Stock Options (Right to Buy)	(2)	11/10/2026	Common Stock	26633	\$36.93	D	
Stock Options (Right to Buy)	(3)	2/28/2027	Common Stock	63542	\$43	D	
Restricted Stock	(4)	(4)	Common Stock	14321	\$0	D	
Restricted Stock	(5)	(5)	Common Stock	10611	\$0	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock	(6)	(6)	Common Stock	8274	\$0	D	
Restricted Stock	(7)	(7)	Common Stock	3384	\$0	D	
Restricted Stock	(8)	(8)	Common Stock	7152	\$0	D	

Explanation of Responses:

- (1) 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 stock options continue to vest as scheduled, subject to the agreement of the reporting person 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 November 10, 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 stock options continue to vest as scheduled, subject to the agreement of the reporting person not to engage in solicitation or competitive activity with the Company.
- (3) Nonqualified stock options granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the February 28, 2017 grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the stock options continue to vest as scheduled, subject to the agreement of the reporting person not to engage in solicitation or competitive activity with the Company.
- (4) Restricted shares granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 6, 2014 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 agreement of the reporting person not to engage in solicitation or competitive activity with the Company.
- (5) Restricted shares granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 10, 2015 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 agreement of the reporting person not to engage in solicitation or competitive activity with the Company.
- (6) 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 agreement of the reporting person not to engage in solicitation or competitive activity with the Company.
- (7) Restricted shares granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the November 10, 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 agreement of the reporting person not to engage in solicitation or competitive activity with the Company.
- (8) Restricted shares granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the February 28, 2017 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 agreement of the reporting person not to engage in solicitation or competitive activity with the Company.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STENGEL WILLIAM P II 3100 CUMBERLAND BLVD, SUITE 1700 SUITE 1700 ATLANTA, GA 30339			Pres&CEO, HDS Facilities Main.	

Signatures

James F. Brumsey, Attorney-in-Fact for William P. Stengel, II

6/14/2017

**Signature of Reporting Person

Date

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Dan S. McDevitt, James F. Brumsey and Rita L. Fadell, and each of them individually, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an Officer and/or Director of HD Supply Holdings, Inc. (the "Company"), (i) Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form"), and (ii) a Form ID and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 16 Form electronically (a "Form ID", and, together with a Section 16 Form, the "Forms and Schedules");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendment or amendments thereto, and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he or she may approve in his or her discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact. From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of June, 2017.

By /s/ William P. Stengel, II
William P Stengel, II

23916307v01
2

hereby revoked.
IN WITNESS WHEREOF, the undersigned has cau