

HD Supply Holdings, Inc.  
Form 8-K  
May 18, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **May 18, 2018 (May 17, 2018)**

**HD SUPPLY HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-35979**  
(Commission File Number)

**26-0486780**  
(I.R.S Employer  
Identification Number)

**3400 Cumberland Boulevard**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30339**  
(Zip Code)

Registrant's telephone number, including area code: **(770) 852-9000**

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**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 17, 2018, HD Supply Holdings, Inc. (the Company ) held its 2018 Annual Meeting of Stockholders ( Annual Meeting ). Stockholders representing 156,760,913 shares, or 84%, of the Company s common shares outstanding as of the March 21, 2018 record date were present in person or were represented at the meeting by proxy. Each proposal subject to a vote at the Annual Meeting was described in detail in the Company s Definitive Proxy Statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission on March 30, 2018. Final voting results are shown below.

**PROPOSAL 1**

**AMENDMENT OF CERTIFICATE OF INCORPORATION**

**AND BY-LAWS TO DECLASSIFY THE BOARD**

Stockholders approved, by the affirmative vote of more than 75% of the outstanding record date shares present in person, electronically, or by proxy and entitled to vote, the amendment of the Company s certificate of incorporation and by-laws to declassify the Company s Board of Directors (the Board ) and provide for the annual election of directors, provided that such amendments do not shorten the current term of any existing member of the Board.

<b>VOTES FOR</b>	149,810,955
<b>VOTES AGAINST</b>	14,944
<b>ABSTENTIONS</b>	49,792
<b>BROKER NON-VOTES</b>	6,885,222

**PROPOSAL 2**

**ELECTION OF DIRECTORS**

Stockholders elected, by a plurality of the votes cast, each of the following directors to serve a one-year term expiring at the Company s 2019 annual meeting of stockholders and until their successors are duly elected and qualified.

<b>NOMINEE</b>	<b>FOR</b>	<b>WITHHOLD</b>	<b>BROKER NON-VOTE</b>
Scott D. Ostfeld	149,430,324	445,367	6,885,222
James A. Rubright	148,700,445	1,175,246	6,885,222
Lauren Taylor Wolfe	149,021,443	854,248	6,885,222

**PROPOSAL 3**

**RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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Stockholders ratified, by the affirmative vote of a majority of the shares present in person, electronically, or by proxy and entitled to vote, the Board's appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year ending February 3, 2019.

<b>VOTES FOR</b>	155,893,460
<b>VOTES AGAINST</b>	857,149
<b>ABSTENTIONS</b>	10,304
<b>BROKER NON-VOTES</b>	0

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 18, 2018

HD Supply Holdings, Inc.

By:

/s/ Dan S. McDevitt  
Dan S. McDevitt  
General Counsel and Corporate Secretary