

HD Supply Holdings, Inc.
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G
(Rule 13d-102)
Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

HD Supply Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

40416M105

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP No. 40416M105

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1. Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital Integral Investors 2006, LLC

EIN No.: 20-4345223

2. Check the appropriate box if a member of a group*

(a) (b)

3. SEC use only

4. Citizenship or place of organization

Delaware

5. Sole voting power

Number of

shares 26,463,850 Shares

6. Shared voting power

beneficially

owned by 0

each 7. Sole dispositive power

reporting

person 26,463,850 Shares

8. Shared dispositive power

with

0

9. Aggregate amount beneficially owned by each reporting person

26,463,850 Shares

10. Check box if the aggregate amount in Row (9) excludes certain shares

11. Percent of class represented by amount in Row (9)

13.50%

12. Type of reporting person

PN

Item 1(a). Name of Issuer

The name of the issuer to which this filing on Schedule 13G relates is HD Supply Holdings, Inc. (the Company).

Item 1(b). Address of Issuer's Principal Executive Offices

The principal executive offices of the Company are located at 3100 Cumberland Boulevard, Suite 1480, Atlanta, Georgia 30339.

Item 2(a). Name of Person Filing

This statement is being filed on behalf of Bain Capital Integral Investors 2006, LLC, a Delaware limited liability company (Integral Investors).

Bain Capital Investors, LLC, a Delaware limited liability company (BCI), is the administrative member Integral Investors.

Item 2(b). Address of Principal Business Office or, if none, Residence

The principal business address of each of Integral Investors and BCI is John Hancock Tower, 200 Clarendon Street, Boston MA 02116.

Item 2(c). Citizenship

Each of Integral Investors and BCI is organized under the laws of the State of Delaware.

Item 2(d). Title of Class of Securities

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, par value \$0.01 per share (Common Stock).

Item 2(e). CUSIP Number

The CUSIP number of the Company's Common Stock is 40416M105.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

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- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d 1(b)(1)(ii)(F).

- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- " **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. Ownership

Item 4(a). Amount beneficially owned

This Schedule 13G is being filed on behalf of Integral Investors. As of December 31, 2014, Integral Investors holds 26,463,850 shares of Common Stock of the Company, representing 13.50% of the Company's outstanding shares of Common Stock. The percentage of Common Stock held by Integral Investors is based on 196,047,008 shares of Common Stock of the Company outstanding, as of December 5, 2014, as reported in the Company's Form 10-Q filed with the Securities and Exchange Commission on December 9, 2014.

Integral Investors is party to the Second Amended and Restated Stockholders Agreement, dated as of September 21, 2007 (as amended by the Amendment thereto, dated as of July 2, 2013 and the Second Amendment thereto, dated as of November 13, 2013, the "Stockholders Agreement") with Clayton, Dubilier & Rice Fund VII, L.P., CD&R Parallel Fund VII, L.P., Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P., Carlyle Partners V, L.P., Carlyle Partners V-A, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., THD Holdings, LLC and the other stockholders party thereto. The Stockholders Agreement requires the stockholders party thereto to vote their shares of Common Stock of the Company for directors that are designated in accordance with the provisions set forth therein. As a result, the foregoing persons may be deemed to be a group for purposes of Section 13(d) under the Securities Exchange Act of 1934. As of December 31, 2014, based on publicly available information, such persons collectively own 30,539,550, shares of Common Stock, or 15.6% of the outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock held by any person other than such Reporting Person.

Item 4(b). Percent of Class

See Item 4(a) hereof.

Item 4(c). Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:

Integral Investors

26,463,850

- (ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:

Integral Investors

26,463,850

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4(a) above.

Item 9. Notice of Dissolution of Group

No Applicable.

Item 10. Certification

Not Applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: February 17, 2015

BAIN CAPITAL INTEGRAL INVESTORS
2006, LLC

By: Bain Capital Investors, LLC,

its administrative member,

By: /s/ Michael D. Ward
Michael D. Ward
Managing Director