

HD Supply Holdings, Inc.
Form 3
December 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Margolius Steven		(Month/Day/Year)	HD Supply Holdings, Inc. [HDS]	
(Last)	(First)	(Middle)	10/17/2013	
3100 CUMBERLAND BLVD, SUITE 1700			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ATLANTA,Â GAÂ 30339			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President, HD Supply Power Sol	

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	12,500	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Options (Rights to Buy)	Â (1)	06/26/2023	Common Stock 57,200 \$ 18	D Â
Options (Rights to Buy)	Â (2)	04/10/2021	Common Stock 169,812 \$ 20	D Â
Options (Rights to Buy)	Â (3)	04/10/2021	Common Stock 182,332 \$ 8.3	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Margolius Steven 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339	Â	Â	Â President, HD Supply Power Sol	Â

Signatures

Rita Fadell, Attorney-in-Fact for Steven Margolius 12/23/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) These options were granted on June 26, 2013 and are scheduled to vest in full on June 26, 2016, subject to continued employment with the Company.
- (2) These options were granted on April 11, 2011 and are scheduled to vest in five annual installments, with 67,924 being currently vested and 33,963 scheduled to vest on each of April 11, 2014 and 2016 and 33,962 on April 11, 2015, subject to continued employment with the Company.
- (3) These options were granted on April 11, 2011 and are scheduled to vest as follows, subject to continued employment with the Company: (x) 113,208 of these options are scheduled to vest in five annual installments, with 45,283 being currently vested and 22,641 scheduled to vest on April 11, 2014 and 22,642 on each of April 11, 2015 and 2016; and (y) 69,124 of these options are scheduled to vest in full on April 11, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.