

HD Supply Holdings, Inc.  
Form 4  
April 01, 2015

**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, 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 \*  
**STEGEMAN JOHN**

2. Issuer Name and Ticker or Trading Symbol  
**HD Supply Holdings, Inc. [HDS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**3100 CUMBERLAND BLVD,  
SUITE 1700**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/30/2015**

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
**President, HD Supply White Cap**

(Street)  
**ATLANTA, GA 30339**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	Price	
Common Stock	03/30/2015		<u>M</u> <sup>(1)</sup>		39,115	A \$ 8.3	73,772 D
Common Stock	03/30/2015		<u>M</u> <sup>(1)</sup>		4,218	A \$ 8.3	77,990 D
Common Stock	03/30/2015		<u>S</u> <sup>(1)</sup>		43,333 <u>(3)</u>	D \$ 31.13	34,657 D

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

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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 8.3	03/30/2015		M <sup>(1)</sup>	39,115	<sup>(2)</sup>	06/07/2020	Common Stock	39,115
Stock Options (Right to Buy)	\$ 8.3	03/30/2015		M <sup>(1)</sup>	4,218	04/11/2014	04/11/2021	Common Stock	4,218

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEGEMAN JOHN 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339			President, HD Supply White Cap	

## Signatures

James F. Brumsey, Attorney-in-Fact for John A. Stegeman

04/01/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) These options were granted on June 8, 2010 and scheduled to vest in five annual installments. 39,115 of these options are currently vested and exercisable. The remaining 43,334 of these options will vest on June 8, 2015, subject to continued employment with the Company.

(3) This transaction was executed in multiple trades at prices ranging from \$31 to \$31.26. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: HD Supply Holdings, Inc. - Form 4

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