

HD Supply Holdings, Inc.
Form 4
April 08, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEANGELO JOSEPH J

(Last) (First) (Middle)

3100 CUMBERLAND BLVD,
SUITE 1700

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HD Supply Holdings, Inc. [HDS]

3. Date of Earliest Transaction
(Month/Day/Year)

04/07/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	(A) or (D)	Price
Common Stock	04/07/2015		M ⁽¹⁾		182,250	A	\$ 8.3
Common Stock	04/07/2015		M ⁽¹⁾		117,750	A	\$ 8.3
Common Stock	04/07/2015		S ⁽²⁾		20,000	D	\$ 32
Common Stock ⁽³⁾	04/07/2015		S ⁽¹⁾		300,000	D	\$ 32
Common Stock	04/08/2015		M ⁽¹⁾		48,150	A	\$ 8.3

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Common
Stock ⁽³⁾ 04/08/2015 S⁽¹⁾ 48,150 D \$ 32 166,236 D

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

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(9-02)

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 Number Shares
Stock Options (Right to Buy)	\$ 8.3	04/07/2015		M ⁽¹⁾	182,250	02/03/2015 02/03/2020	Common Stock 182,250
Stock Options (Right to Buy)	\$ 8.3	04/07/2015		M ⁽¹⁾	117,750	04/11/2014 04/10/2021	Common Stock 117,750
Stock Options (Right to Buy)	\$ 8.3	04/08/2015		M ⁽¹⁾	48,150	04/11/2014 04/10/2021	Common Stock 48,150

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEANGELO JOSEPH J 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339	Chairman, President and CEO

Signatures

James F. Brumsey, Attorney-in-Fact for Joseph J.
DeAngelo 04/08/2015

____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 reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by a trust with respect to which Mr. DeAngelo's wife serves as trustee (the "DeAngelo Trust").
- (3) 140,000 of the shares of common stock attributed to Mr. DeAngelo are held by the DeAngelo Trust. Mr. DeAngelo disclaims any beneficial ownership of shares held by the Deangelo Trust.

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

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