

HD Supply Holdings, Inc.  
Form 4  
June 22, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEGEMAN JOHN**

(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)  
06/18/2015

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 below) \_\_\_\_ Other (specify below)  
Pres, HD Supply C&I-White Cap

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	06/18/2015		M <sup>(1)</sup>		238,100	A	\$ 20	272,757	D
Common Stock	06/18/2015		S <sup>(1)</sup>		238,100 <sup>(3)</sup>	D	\$ 35.0079	34,657	D
Common Stock	06/19/2015		M <sup>(1)</sup>		10,400	A	\$ 20	45,057	D
Common Stock	06/19/2015		S <sup>(1)</sup>		10,400 <sup>(4)</sup>	D	\$ 35.013	34,657	D
Common Stock	06/22/2015		M <sup>(1)</sup>		11,500	A	\$ 20	46,157	D

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Common Stock    06/22/2015    S(1)    11,500 (5)    D    \$ 35.012    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)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (Right to Buy)	\$ 20	06/18/2015		M <u>(1)</u>	238,100	06/08/2011 <u>(2)</u> 06/07/2020	Common Stock 238,
Stock Options (Right to Buy)	\$ 20	06/19/2015		M <u>(1)</u>	10,400	06/08/2011 <u>(2)</u> 06/07/2020	Common Stock 10,4
Stock Options (Right to Buy)	\$ 20	06/22/2015		M <u>(1)</u>	11,500	06/08/2011 <u>(2)</u> 06/07/2020	Common Stock 11,5

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

STEGEMAN JOHN  
3100 CUMBERLAND BLVD, SUITE 1700  
ATLANTA, GA 30339

Pres, HD Supply C&I-White Cap

## Signatures

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

06/22/2015

          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 previously adopted by the reporting person.

(2) The award was granted on June 8, 2010 and vested in five equal annual installments, with the last installment vesting on June 8, 2015.

This transaction was executed in multiple trades at prices ranging from \$35 to \$35.035. 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.

This transaction was executed in multiple trades at prices ranging from \$35 to \$35.095. 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.

This transaction was executed in multiple trades at prices ranging from \$35 to \$35.05. 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.

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