

STEGEMAN JOHN
Form 4
July 19, 2018

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 *
STEGEMAN JOHN

(Last) (First) (Middle)

3400 CUMBERLAND
BOULEVARD

(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)

07/18/2018

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)

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	07/18/2018		M ⁽¹⁾		29,284	A	\$ 18	95,652	D	
Common Stock	07/18/2018		S ⁽³⁾		29,284	D	\$ 45	66,368	D	
Common Stock	07/19/2018		M ⁽¹⁾		27,916	A	\$ 18	94,284	D	
Common Stock	07/19/2018		S ⁽⁴⁾		27,916	D	\$ 45	66,368	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 of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Rights to buy)	\$ 18	07/18/2018		M ⁽¹⁾	29,284	<u>(2)</u>	<u>(2)</u>	Common Stock	29,284
Stock Options (Rights to buy)	\$ 18	07/19/2018		M ⁽¹⁾	27,916	<u>(2)</u>	<u>(2)</u>	Common Stock	27,916

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEGEMAN JOHN 3400 CUMBERLAND BOULEVARD ATLANTA, GA 30339			Pres, HD Supply C&I-White Cap	

Signatures

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

07/19/2018

__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) These options were granted on June 26, 2013 and vested on June 26, 2016.

(3)

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This transaction was executed in multiple trades ranging from \$45 to \$45.005. The price reported 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 ranging from \$45 to \$45.01. The price reported reflects the weighted average sale price.

- (4) 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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