

McDEVITT DAN S

Form 4

March 08, 2019

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 *
 McDEVITT DAN S

(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)

03/06/2019

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)

Gen. Counsel & Corp. Secretary

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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	\$ 0	03/06/2019			A		4,471		(1)	(1)	Common Stock	4,471
Stock Options (Right to Buy)	\$ 43.23	03/06/2019			A		27,953		(2)	(2)	Common Stock	27,953
Performance Stock Units	(3)	03/06/2019			A		4,471		(4)	(4)	Common Stock	4,471

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDEVITT DAN S 3400 CUMBERLAND BOULEVARD ATLANTA, GA 30339			Gen. Counsel & Corp. Secretary	

Signatures

Rita L. Fadell, Attorney-in-Fact for Dan S.
McDevitt

03/08/2019

__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) Restricted shares granted under the Issuer Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 6, 2019 grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the restricted shares continue to vest as scheduled, subject to the agreement of the reporting person not to engage in solicitation or competitive activity with the Company.

(2) Nonqualified stock options granted under the Issuer Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 6, 2019 grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the stock options continue to vest as scheduled, subject to the agreement of the reporting person not to engage in solicitation or competitive activity with the Company.

(3) Each unit represents a contingent right to receive one share of Company common stock.

(4) Performance stock units granted under the Issuer Omnibus Incentive Plan. The number of shares acquired upon vesting is contingent upon the achievement of pre-established performance metrics, approved by the Compensation Committee, over a three-year performance period (fiscal 2019-2021) and continued employment through the end of the performance period. The number of units reflected is at the target award amount. No stock units will vest below a minimum level of performance. At or above the minimum level of performance, the actual number of vested units may range from 0% to 200% of the target award amount. In the event of termination before the end of the performance period due to death, disability or retirement at or after age 62 with at least five years of service, a proportionate number

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of units will vest based on the number of days employed to total days during the performance period.

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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