

HD Supply Holdings, Inc.
Form 4
March 13, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
NEWMAN MARGARET

(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)
03/09/2017

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)
SVP, Chief People Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	03/09/2017		M ⁽¹⁾		1,619	A	\$ 41.92	16,436	D	
Common Stock	03/10/2017		M ⁽²⁾		4,923	A	\$ 41.99	21,359	D	
Common Stock	03/10/2017		S ⁽³⁾		542	D	\$ 42.062	20,817	D	
Common Stock	03/11/2017		M ⁽⁴⁾		17,035	A	\$ 41.99	37,852	D	
Common Stock	03/13/2017		S ⁽⁵⁾		8,618	D	\$ 42.3418	29,234	D	

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares
Restricted Stock	\$ 41.92	03/09/2017		M ⁽¹⁾	1,619	<u>(1)</u> <u>(1)</u>	Common Stock	1,619
Restricted Stock	\$ 41.99	03/10/2017		M ⁽²⁾	4,923	<u>(2)</u> <u>(2)</u>	Common Stock	4,923
Restricted Stock	\$ 41.99	03/11/2017		M ⁽⁴⁾	17,035	<u>(4)</u> <u>(4)</u>	Common Stock	17,035

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWMAN MARGARET 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339			SVP, Chief People Officer	

Signatures

James F. Brumsey, Attorney-in-Fact for Margaret M. Newman
Date: 03/13/2017

__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) Conversion on vesting and lapse of restrictions on restricted shares granted on March 9, 2016 under the 2013 Omnibus Incentive Plan. The award vests in four equal annual installments from the grant date.
- (2) Conversion on vesting and lapse of restrictions on restricted shares granted on March 10, 2015 under the 2013 Omnibus Incentive Plan. The award vests in four equal annual installments from the grant date.

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

- (3) Shares withheld and sold in the open market to satisfy mandatory tax withholding upon vesting and lapse of restrictions on restricted shares.
- (4) Conversion on vesting and lapse of restrictions on restricted shares granted on March 6, 2014, March 10, 2015, and March 9, 2016 pursuant to the separation agreement and release of claims between the Company and the reporting person.
This transaction was executed in multiple trades ranging from \$42.11 to \$42.76. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5)

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.