

HD Supply Holdings, Inc.
Form 4
October 24, 2014

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZIDE STEPHEN M

(Last) (First) (Middle)

**C/O BAIN CAPITAL INVESTORS,
LLC, JOHN HANCOCK TOWER
200 CLARENDON ST.**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

HD Supply Holdings, Inc. [HDS]

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

10/22/2014

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)

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	10/22/2014		M ⁽²⁾		4,145	A	\$ 26.61	4,145	D
Common Stock	10/22/2014		M ⁽³⁾		4,559	A	\$ 26.61	8,704	D
Common Stock								26,463,850	I
									See Footnote (5)

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(1)	10/22/2014		A		528		(1)	(1)	Common Stock	528
Deferred Stock Units	(2)	10/22/2014		M		4,145		(2)	(2)	Common Stock	4,145
Restricted Stock Units	(3)	10/22/2014		M		4,559		(3)	(3)	Common Stock	4,559
Restricted Stock Units	(4)	10/22/2014		J		3,868		(4)	(4)	Common Stock	3,868

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIDE STEPHEN M C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116	X	X		

Signatures

Stephen M. Zide 10/24/2014

**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) Represents a grant of deferred stock units under the Company's 2013 Omnibus Incentive Plan pursuant to Mr. Zide's election to convert quarterly cash fees for board service to deferred stock units. Each deferred stock unit represents the right to receive one share of the Company's common stock, par value \$0.01 per share. The deferred stock units are fully vested and were settled upon termination of Mr. Zide's board service on October 22, 2014.

(2) Represents shares acquired in settlement of vested deferred stock units on termination of board service. The units were granted to Mr. Zide on August 27 and November 8, 2013 and February 21, May 16, August 15 and October 22, 2014 under the Company's 2013 Omnibus Incentive Plan pursuant to his election to convert quarterly cash fees for board service to deferred stock units.

(3) Represents shares acquired in settlement of vested restricted stock units on termination of board service. The units were granted to Mr. Zide under the Company's 2013 Omnibus Incentive Plan on July 2, 2013 and vested May 15, 2014.

(4) Represents a forfeiture of unvested restricted stock units on termination of board service. The units were granted to Mr. Zide under the Company's 2013 Omnibus Incentive Plan on May 15, 2014.

(5) Bain Capital Investors, LLC ("BCI") is the administrative member of Bain Capital Integral Investors 2006, LLC ("BCII 2006"). The governance, investment strategy and decision-making process with respect to the investments held by BCII 2006 is directed by BCI's Global Private Equity Board ("GPEB"). Stephen Zide is a member of GPEB and a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Zide may be deemed to share voting and dispositive power with respect to the shares of common stock held by BCII 2006. Mr. Zide disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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.