HD Supply Holdings, Inc. Form 4

January 20, 2015

## 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

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

1(b).

(Last)

1.Title of

(Print or Type Responses)

1. Name and Address of Reporting Person \* BERGES JAMES G

> (First) (Middle)

3100 CUMBERLAND BLVD, **SUITE 1480** 

(Street)

2. Issuer Name and Ticker or Trading Symbol

HD Supply Holdings, Inc. [HDS]

3. Date of Earliest Transaction

(Month/Day/Year) 01/16/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30339

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Security (Month/Day/Year) (Instr. 3)

Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of 7. Nature of 6. Ownership Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4)

(Instr. 4)

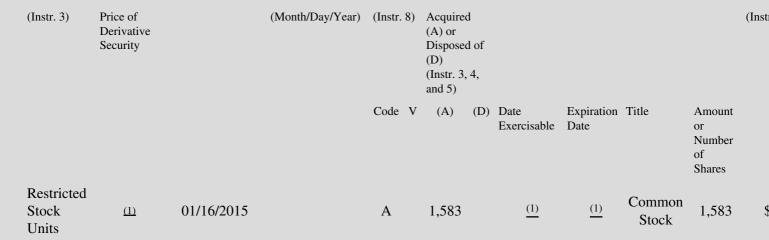
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERGES JAMES G 3100 CUMBERLAND BLVD, SUITE 1480 ATLANTA, GA 30339

## **Signatures**

James F. Brumsey, Attorney-in-Fact for James G. Berges

01/20/2015

\*\*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).
  - Represents the grant of restricted stock units under the 2013 Omnibus Incentive Plan on May 15, 2014 that were assigned to Clayton, Dubilier & Rice, LLC and were released from assignment pursuant to an Assignment Termination Agreement executed on January 16,
- (1) 2015. The restricted stock units vest on the earliest of: (1) the one year anniversary of the grant date, (2) the next annual shareholders meeting, or (3) a change in control, and will be settled upon vesting. A pro rata portion of the award vests upon termination of service due to death, disability or age 75 retirement.

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.

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