

HD Supply Holdings, Inc.
Form 8-K
October 01, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **October 1, 2018**

Commission File Number	Exact name of Registrant as specified in its charter, Address of principal executive offices and Telephone number	State of Incorporation	I.R.S. Employer Identification Number
001-35979	HD SUPPLY HOLDINGS, INC. 3400 Cumberland Boulevard Atlanta, Georgia 30339 (770) 852-9000	Delaware	26-0486780
333-159809	HD SUPPLY, INC. 3400 Cumberland Boulevard Atlanta, Georgia 30339 (770) 852-9000	Delaware	75-2007383

Not Applicable

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.

Notes Offering by HD Supply, Inc.

On October 1, 2018 HD Supply Holdings, Inc. issued a press release announcing that its indirect wholly-owned subsidiary, HD Supply, Inc. ("HD Supply"), has commenced an offering of senior notes (the "Notes") in a transaction that is exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"). A copy of the press release is filed as Exhibit 99.1 to this report. HD Supply intends to use the proceeds from the offering, together with available cash and borrowings under its senior ABL facility, to redeem all of its \$1,000,000,000 in aggregate principal amount of outstanding 5.75% Senior Notes due 2024 (the "2024 Notes") in accordance with the terms of HD Supply's notice of conditional full redemption as described below, and to pay related fees and expenses. The redemption date is expected to be October 11, 2018. This report does not constitute an offer to sell or a solicitation of an offer to buy the Notes. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Notice of Conditional Redemption

On October 1, 2018, HD Supply, Inc. gave notice of conditional full redemption pursuant to the Indenture, dated as of April 11, 2016, as supplemented, among HD Supply, Wells Fargo Bank, National Association, as Trustee, and the subsidiary guarantors party thereto, that HD Supply has elected to redeem all of its outstanding 2024 Notes, subject to the satisfaction of specified conditions precedent set forth in the redemption notice, including consummation on or prior to the redemption date of the issuance or borrowing of new indebtedness in an aggregate principal amount of \$1,000,000,000.

The redemption price with respect to any redeemed note will be equal to 100.000% of the principal amount of such note, plus the Applicable Premium (calculated in accordance with the definition thereof in the Indenture), plus accrued but unpaid interest thereon to the redemption date.

This report does not constitute a notice of redemption under the Indenture nor an offer to tender for, or purchase, any notes or any other security. There can be no assurances that the conditions precedent to the redemption will be satisfied or that the redemption will occur.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

Description of Exhibits

99.1 Press Release, dated October 1, 2018.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 1, 2018

HD Supply Holdings, Inc.

By:

/s/ Dan S. McDevitt
Dan S. McDevitt
General Counsel and Corporate Secretary

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 1, 2018

HD Supply, Inc.

By:

/s/ Dan S. McDevitt
Dan S. McDevitt
General Counsel and Corporate Secretary