HD Supply Holdings, Inc. Form 4

January 14, 2015

## FORM 4

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

**OMB** 3235-0287 Number:

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response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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).

Stock

(Print or Type Responses)

1. Name and A Ledford Gre	Symbol	2. Issuer Name and Ticker or Trading Symbol HD Supply Holdings, Inc. [HDS]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (NBERLAND BLVI	Middle) 3. Date of (Month/E	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2015			(Chec		Owner er (specify	
SUITE 1480		), 01/1 <i>2/2</i>	015				below)	below)	л («респ)
A TOL A NITE A		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
ATLANTA, (City)		(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	Person uired, Disposed of		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D) 5)  Price	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)
Common	01/12/2015		$M_{\underline{(2)}}$	4,125	A	\$ 20.24	8,684	D	

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.

28.34

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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 or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(1)	01/12/2015		A	475		<u>(1)</u>	<u>(1)</u>	Common Stock	475
Restricted Stock Units	<u>(3)</u>	01/12/2015		J	3,868		<u>(3)</u>	(3)	Common Stock	3,868
Deferred Stock Units	<u>(2)</u>	01/12/2015		M		4,125	<u>(2)</u>	(2)	Common Stock	4,125

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Ledford Gregory S 3100 CUMBERLAND BLVD, SUITE 1480 ATLANTA, GA 30339

## **Signatures**

James F. Brumsey, Attorney-in-Fact for Gregory S.
Ledford

01/14/2015

\*\*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 a grant of deferred stock units under the 2013 Omnibus Incentive Plan pursuant to an election by Mr. Ledford to convert

  (1) quarterly cash fees for board service to deferred stock units. Each deferred stock units represents the right to receive one share of common stock, par value \$0.01 per share.
- Represents shares acquired in settlement of vested deferred stock units on termination of board service. The units were granted to Mr. (2) Ledford under the 2013 Omnibus Incentive Plan on 8/27/2013 (316 units), 11/8/2013 (756 units), 2/21/2014 (723 units), 5/16/2014 (649 units), 8/15/2015 (634 units), 11/25/2014 (572 units) and 1/12/2015 (475 units).
- (3) Represents a forfeiture of unvested restricted stock units on termination of board service. The units were granted to Mr. Ledford on May 15, 2014 under the 2013 Omnibus Incentive Plan.

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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