

HD Supply Holdings, Inc.  
Form 4  
September 09, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Bernasek Brian A

(Last) (First) (Middle)

3100 CUMBERLAND BLVD,  
SUITE 1480

(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)  
09/05/2014

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/05/2014		M <sup>(1)</sup>	3,408 A \$ 27.62	3,408	D	
Common Stock	09/05/2014		M <sup>(2)</sup>	4,559 A \$ 27.62	7,967	D	

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

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SEC 1474 (9-02)

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**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
Deferred Stock Units	(3)	09/05/2014		A	152	(3) (3)	Common Stock	152
Restricted Stock Units	(2)	09/05/2014		M	4,559	(2) (2)	Common Stock	4,559
Restricted Stock Units	(4)	09/05/2014		J	3,868	(4) (4)	Common Stock	3,868
Deferred Stock Units	(1)	09/05/2014		M	3,408	(1) (1)	Common Stock	3,408

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Bernasek Brian A  
3100 CUMBERLAND BLVD, SUITE 1480  
ATLANTA, GA 30339

## Signatures

James F. Brumsey, Attorney-in-Fact for Brian A. Bernasek

09/09/2014

\_\_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).

Represents shares acquired in settlement of vested deferred stock units on termination of board service. The units were granted to Mr.

(1) Bernasek on August 27 and November 8, 2013 and February 21, May 16, August 15 and September 5, 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.

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- (2) Represents shares acquired in settlement of vested restricted stock units on termination of board service. The units were granted to Mr. Bernasek under the Companys 2013 Omibus Incentive Plan on July 2, 2013 and vested on May 15, 2014.  
Represents a grant of deferred stock units under the Companys 2013 Omnibus Incentive Plan pursuant to Mr. Bernaseks 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 Companys common stock, par value \$0.01 per share. The deferred stock units are fully vested and were settled upon termination of Mr. Bernaseks board service on September 5, 2014.
- (3) Represents the forfeiture of unvested restricted stock units on termination of board service. The units were granted to Mr. Bernasek under the Companys 2013 Omnibus Incentive Plan on May 15, 2014.

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

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