HD Supply Holdings, Inc. Form 4

March 02, 2017

## 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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* LEVITT EVAN

(Middle) (First)

3100 CUMBERLAND BLVD, **SUITE 1700** 

ATLANTA, GA 30339

(Street)

2. Issuer Name and Ticker or Trading Symbol

HD Supply Holdings, Inc. [HDS]

3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

Director 10% Owner Officer (give title Other (specify below)

Senior Vice President and CFO

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

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

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported

5. Amount of

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

Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

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burden hours per

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

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or Dispose (D)	(Instr. 3, 4,				(]
				Code V	(A)	(D) Date Exercisa	Expiration ble Date	Title	Amount or Number of Shares	
Restricted Stock	\$ 0	02/28/2017		A	8,284	<u>(1)</u>	<u>(1)</u>	Common Stock	8,284	
Stock Options (Right to buy)	\$ 43	02/28/2017		A	73,605	(2)	(2)	Common Stock	73,605	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
LEVITT EVAN 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339			Senior Vice President and CFO			
<b>A</b> 1 .						

### **Signatures**

James F. Brumsey, Attorney-in-Fact for Evan
Levitt
03/02/2017

\*\*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).
- Restricted shares granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the February 28, 2017 grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the restricted shares continue to vest as scheduled, subject to the agreement of the reporting person not to engage in solicitation or competitive activity with the Company.
- Nonqualified stock options granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the February 28, 2017 grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the stock options continue to vest as scheduled, subject to the agreement of the reporting person not to engage in solicitation or competitive activity with the Company.

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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