

DEANGELO JOSEPH J
Form 4
March 12, 2018

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 *
DEANGELO JOSEPH J

2. Issuer Name and Ticker or Trading Symbol
HD Supply Holdings, Inc. [HDS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3100 CUMBERLAND BLVD,
SUITE 1700

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chairman, President and CEO

(Street)

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 Person

ATLANTA, GA 30339

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/09/2018		M		9,527	A	\$ 37.61
Common Stock	03/09/2018		F ⁽⁶⁾		4,321	D	\$ 37.61
Common Stock	03/10/2018		M ⁽⁷⁾		34,794	A	\$ 37.61
Common Stock ⁽⁸⁾	03/10/2018		F ⁽⁶⁾		15,780	D	\$ 37.61

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

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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Restricted Stock	\$ 0	03/08/2018		A	29,077	(1)	(1)	Common Stock	29
Stock Options (right to buy)	\$ 36.54	03/08/2018		A	167,586	(2)	(2)	Common Stock	167
Performance Stock Units	(3)	03/08/2018		A	29,077	(4)	(4)	Common Stock	29
Restricted Stock	\$ 37.61	03/09/2018		M(5)	9,527	(5)	(5)	Common Stock	9
Restricted Stock	\$ 37.61	03/10/2018		M(7)	34,794	(7)	(7)	Common Stock	34

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEANGELO JOSEPH J 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339			Chairman, President and CEO	

Signatures

Rita L. Fadell, Attorney-in-Fact for Joseph J. DeAngelo
Date: 03/12/2018

**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).
- (1) Restricted shares granted under the HD Supply Holdings, Inc. Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 8, 2018 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

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agreement of the reporting person not to engage in solicitation or competitive activity with the Company.

- Nonqualified stock options granted under the HD Supply Holdings, Inc. Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 8, 2018 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.
- (2)
- (3) Each unit represents a contingent right to receive one share of Company common stock.
- The number of shares acquired upon vesting of the performance-based stock units is contingent upon the achievement of pre-established performance metrics, approved by the Compensation Committee, over a three-year performance period (fiscal 2018-2020) and continued employment through the end of the performance period. The number of shares reflected is at the target award amount. No stock units will vest below a minimum level of performance. At or above the minimum level of performance, the actual number of vested shares may range from 0% to 200% of the target award amount. In the event of termination before the end of the performance period due to death, disability or retirement at or after age 62 with at least five years of service, a proportionate number of shares will vest based on the number of days employed to total days during the performance period.
- (4)
- (5) Conversion on vesting and lapse of restrictions on restricted shares granted on March 9, 2016 under the 2013 Omnibus Incentive Plan. The award vests in four equal annual installments from the grant date.
- (6) Shares withheld by Issuer pursuant to a non-discretionary share withholding procedure to satisfy tax withholding requirements on vesting of restricted shares.
- (7) Conversion on vesting and lapse of restrictions on restricted shares granted on March 10, 2015 under the 2013 Omnibus Incentive Plan. The award vests in four equal annual installments from the grant date.
- (8) 140,000 of the shares attributed to Mr. DeAngelo in Table 1, Box 5, are held by a trust with respect to which his spouse serves as trustee. Mr. DeAngelo disclaims any beneficial ownership of shares held by the trust.

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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