

STEGEMAN JOHN

Form 4

March 12, 2019

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEGEMAN JOHN

(Last) (First) (Middle)

3400 CUMBERLAND
BOULEVARD

(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)

03/08/2019

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 ____ Other (specify
below) below)

Pres, HD Supply C&I-White Cap

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2019		M ⁽¹⁾		2,032	A	\$ 42.7
Common Stock	03/08/2019		F ⁽²⁾		612	D	\$ 42.7
Common Stock	03/09/2019		M ⁽³⁾		2,664	A	\$ 42.7
Common Stock	03/09/2019		F ⁽²⁾		802	D	\$ 42.7
Common Stock	03/10/2019		M ⁽⁴⁾		9,744	A	\$ 42.7

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Common Stock 03/10/2019 F⁽²⁾ 2,933 D \$ 42.7 77,270 D

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 (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
Performance Stock Units	\$ 42.7	03/08/2019		M ⁽¹⁾	2,032	<u>(1)</u> <u>(1)</u>	Common Stock	2,032
Restricted Stock	\$ 42.7	03/09/2019		M ⁽³⁾	2,664	<u>(3)</u> <u>(3)</u>	Common Stock	2,664
Restricted Stock	\$ 42.7	03/10/2019		M ⁽⁴⁾	9,744	<u>(4)</u> <u>(4)</u>	Common Stock	9,744

Reporting Owners

Reporting Owner Name / Address	Relationships
STEGEMAN JOHN 3400 CUMBERLAND BOULEVARD ATLANTA, GA 30339	Director 10% Owner Officer Other
	Pres, HD Supply C&I-White Cap

Signatures

Rita L. Fadell, Attorney-in-Fct for John A. Stegeman 03/12/2019

____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) Conversion on vesting and lapse of restrictions on restricted shares granted on March 8, 2018 under the Issuer Omnibus Incentive Plan. The award vests in four equal installments from the grant date.
- (2) Shares withheld by Issuer pursuant to a non-discretionary share withholding procedure to satisfy tax withholding requirements on vesting of restricted shares.
- (3) Conversion on vesting and lapse of restrictions on restricted shares granted on March 9, 2016 under the Issuer Omnibus Incentive Plan. The award vests in four equal installments from the grant date.
- (4) Conversion on vesting and lapse of restrictions on restricted shares granted on March 10, 2015 under the Issuer Omnibus Incentive Plan. The award vests in four equal installments from the grant date.

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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