

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McDEVITT DAN S</u>  (Last) (First) (Middle) <u>3100 CUMBERLAND BLVD, SUITE 1700</u>  (Street) <u>ATLANTA GA 30339</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HD Supply Holdings, Inc. [ HDS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Gen. Counsel &amp; Corp. Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(5)</sup>		1,110	A	\$37.61	7,845	D	
Common Stock	03/09/2018		F <sup>(6)</sup>		329	D	\$37.61	7,516	D	
Common Stock	03/10/2018		M <sup>(7)</sup>		1,696	A	\$37.61	9,212	D	
Common Stock	03/10/2018		F <sup>(6)</sup>		515	D	\$37.61	8,697	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock	\$0	03/08/2018		A		3,606		(1)	(1)	Common Stock	3,606	\$0	3,606	D	
Stock Options (right to buy)	\$36.54	03/08/2018		A		20,787		(2)	(2)	Common Stock	20,787	\$0	20,787	D	
Performance Stock Units	(3)	03/08/2018		A		3,606		(4)	(4)	Common Stock	3,606	\$0	3,606	D	
Restricted Stock	\$37.61	03/09/2018		M <sup>(5)</sup>		1,110		(5)	(5)	Common Stock	1,110	\$0	2,219	D	
Restricted Stock	\$37.61	03/10/2018		M <sup>(7)</sup>		1,696		(7)	(7)	Common Stock	1,696	\$0	1,696	D	

**Explanation of Responses:**

- 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 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.
- 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.
- 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.
- 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.

Rita L. Fadell, Attorney-in-  
Fact for Dan S. McDevitt

03/12/2018

\*\* Signature of Reporting Person      Date

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

\* 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).

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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