

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**

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* <b>STEGEMAN JOHN</b> _____ (Last) (First) (Middle) <b>3400 CUMBERLAND BOULEVARD</b> _____ (Street) <b>ATLANTA GA 30339</b> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HD Supply Holdings, Inc. [ HDS ]</b>	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) <b>Pres, HD Supply C&amp;I-White Cap</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/18/2018</b>	
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	07/18/2018		M <sup>(1)</sup>		29,284	A	\$18	95,652	D	
Common Stock	07/18/2018		S <sup>(3)</sup>		29,284	D	\$45	66,368	D	
Common Stock	07/19/2018		M <sup>(1)</sup>		27,916	A	\$18	94,284	D	
Common Stock	07/19/2018		S <sup>(4)</sup>		27,916	D	\$45	66,368	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						Title
Stock Options (Rights to buy)	\$18	07/18/2018		M <sup>(1)</sup>			29,284	(2)	(2)	Common Stock	29,284	\$0	27,916	D	
Stock Options (Rights to buy)	\$18	07/19/2018		M <sup>(1)</sup>			27,916	(2)	(2)	Common Stock	27,916	\$0	0	D	

**Explanation of Responses:**

- The reported transactions were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- These options were granted on June 26, 2013 and vested on June 26, 2016.
- This transaction was executed in multiple trades ranging from \$45 to \$45.005. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades ranging from \$45 to \$45.01. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

James F. Brumsey, Attorney-in-Fact for John A. Stegeman 07/19/2018

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.