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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **October 1, 2018**

Commission File Number	Exact name of Registrant as specified in its charter, Address of principal executive offices and Telephone number	State of Incorporation	I.R.S. Employer Identification Number
001-35979	<b>HD SUPPLY HOLDINGS, INC.</b> 3400 Cumberland Boulevard Atlanta, Georgia 30339 (770) 852-9000	Delaware	26-0486780
333-159809	<b>HD SUPPLY, INC.</b> 3400 Cumberland Boulevard Atlanta, Georgia 30339 (770) 852-9000	Delaware	75-2007383

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

***Notes Offering by HD Supply, Inc.***

On October 1, 2018 HD Supply Holdings, Inc. issued a press release announcing that its indirect wholly-owned subsidiary, HD Supply, Inc. (“HD Supply”), has commenced an offering of senior notes (the “Notes”) in a transaction that is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). A copy of the press release is filed as Exhibit 99.1 to this report. HD Supply intends to use the proceeds from the offering, together with available cash and borrowings under its senior ABL facility, to redeem all of its \$1,000,000,000 in aggregate principal amount of outstanding 5.75% Senior Notes due 2024 (the “2024 Notes”) in accordance with the terms of HD Supply’s notice of conditional full redemption as described below, and to pay related fees and expenses. The redemption date is expected to be October 11, 2018. This report does not constitute an offer to sell or a solicitation of an offer to buy the Notes. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

***Notice of Conditional Redemption***

On October 1, 2018, HD Supply, Inc. gave notice of conditional full redemption pursuant to the Indenture, dated as of April 11, 2016, as supplemented, among HD Supply, Wells Fargo Bank, National Association, as Trustee, and the subsidiary guarantors party thereto, that HD Supply has elected to redeem all of its outstanding 2024 Notes, subject to the satisfaction of specified conditions precedent set forth in the redemption notice, including consummation on or prior to the redemption date of the issuance or borrowing of new indebtedness in an aggregate principal amount of \$1,000,000,000.

The redemption price with respect to any redeemed note will be equal to 100.000% of the principal amount of such note, plus the Applicable Premium (calculated in accordance with the definition thereof in the Indenture), plus accrued but unpaid interest thereon to the redemption date.

This report does not constitute a notice of redemption under the Indenture nor an offer to tender for, or purchase, any notes or any other security. There can be no assurances that the conditions precedent to the redemption will be satisfied or that the redemption will occur.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
99.1	<a href="#">Press Release, dated October 1, 2018.</a>

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 1, 2018

HD Supply Holdings, Inc.

By: /s/ Dan S. McDevitt  
Dan S. McDevitt  
General Counsel and Corporate Secretary

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 1, 2018

HD Supply, Inc.

By: /s/ Dan S. McDevitt  
Dan S. McDevitt  
General Counsel and Corporate Secretary



**Investor Contact:**

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**HD Supply, Inc. Announces Launch of Senior Notes Offering**

**ATLANTA — October 1, 2018** — HD Supply Holdings, Inc. (Nasdaq:HDS) today announced that its indirect wholly-owned subsidiary, HD Supply, Inc. (“HD Supply”), intends to commence a private offering of \$750,000,000 of Senior Notes due 2026 (the “Notes”). There can be no assurance that the proposed offering of Notes will be completed.

The Notes will be guaranteed, on a senior unsecured basis, by substantially all of HD Supply’s domestic existing and future wholly owned subsidiaries, subject to certain exceptions.

HD Supply intends to use the net proceeds from the sale of the Notes, together with available cash and borrowings under its senior ABL facility, to redeem all of its \$1,000,000,000 aggregate principal amount of outstanding 5.75% Senior Notes due 2024 (the “2024 Notes”), and to pay related fees and expenses.

The Notes will be offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”). The Notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and to non-U.S. persons outside the United States pursuant to Regulation S, each under the Securities Act.

The Notes and the related guarantees will not be and have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

This press release is for informational purposes only and is not an offer to sell or purchase nor the solicitation of an offer to sell or purchase securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

This press release does not constitute a notice of redemption with respect to the 2024 Notes.

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## **About HD Supply**

HD Supply ([www.hdsupply.com](http://www.hdsupply.com)) is one of the largest industrial distributors in North America. The company provides a broad range of products and value-add services to approximately 500,000 customers with leadership positions in the maintenance, repair and operations and specialty construction sectors. Through approximately 270 branches and 44 distribution centers in the U.S. and Canada, the company's approximately 11,000 associates provide localized, customer-driven services including jobsite delivery, will call or direct-ship options, diversified logistics and innovative solutions that contribute to its customers' success.

## **Forward-Looking Statements**

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on management's beliefs and assumptions and information currently available to management. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that the forward-looking information presented in this press release is not a guarantee of future events, and that actual events may differ materially from those made in or suggested by the forward-looking information contained in this press release. In addition, forward-looking statements are statements other than those of historical fact and may include statements relating to the expected terms and timing of the proposed offering of the Notes. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "may," "plan," "seek," "comfortable with," "will," "expect," "intend," "estimate," "anticipate," "believe" or "continue" or the negative thereof or variations thereon or similar terminology. A number of important factors could cause actual events to differ materially from those contained in or implied by the forward-looking statements, including market conditions and our ability to consummate the proposed offering of the Notes on the terms or timeline currently contemplated, or at all, those factors discussed in our annual report on Form 10-K for the fiscal year ended January 28, 2017, filed on March 13, 2018, and those described from time to time in our other filings with the U.S. Securities & Exchange Commission (the "SEC"), which can be found at the SEC's website [www.sec.gov](http://www.sec.gov). Any forward-looking information presented herein is made only as of the date of this press release, and we do not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

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