

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

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>STEGEMAN JOHN</u> (Last) (First) (Middle) 3100 CUMBERLAND BLVD, SUITE 1700 (Street) ATLANTA GA 30339 (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>Pres, HD Supply C&I-White Cap</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2017</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	03/09/2017		M ⁽¹⁾		2,663	A	\$41.92	46,103	D	
Common Stock	03/10/2017		M ⁽²⁾		9,744	A	\$41.99	55,847	D	
Common Stock	03/10/2017		S ⁽³⁾		892	D	\$42.0827	54,955	D	
Common Stock	03/13/2017		S ⁽³⁾		3,250 ⁽⁴⁾	D	\$42.3349	51,705	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
Restricted Stock	\$41.92	03/09/2017		M ⁽¹⁾			2,663	(1)	(1)	Common Stock	2,663	\$0	7,992	D	
Restricted Stock	\$41.99	03/10/2017		M ⁽²⁾			9,744	(2)	(2)	Common Stock	9,744	\$0	19,487	D	

Explanation of Responses:

- 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.
- 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.
- Shares withheld and sold in the open market to satisfy mandatory tax withholding upon vesting and lapse of restrictions on restricted shares.
- This transaction was executed in multiple trades ranging from \$42.12 to \$42.72. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC 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, as
Attorney-in-Fact for John A. Stegeman 03/13/2017

** 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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