

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Carlyle Group Management L.L.C.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u>  (Street) <u>WASHINGTON DC 20004</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2014</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	05/07/2014		S		8,702,251	D	\$25.09	27,769,621	I	See footnotes <sup>(1)(2)</sup>

**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					

1. Name and Address of Reporting Person* <u>Carlyle Group Management L.L.C.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u>  (Street) <u>WASHINGTON DC 20004</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[TC Group Cayman Investment Holdings Sub L.P.](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES  
190 ELGIN AVENUE

(Street)

GEORGE TOWN,  
GRAND E9 KY1-9005  
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TC Group Cayman Investment Holdings, L.P.](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES  
190 ELGIN AVENUE

(Street)

GEORGE TOWN,  
GRAND E9 KY1-9005  
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Carlyle Group L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Carlyle Holdings II GP L.L.C.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>Carlyle Holdings II L.P.</u>		
(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP		
1001 PENNSYLVANIA AVE. NW, SUITE 220S		
(Street)		
WASHINGTON	DC	20004
(City)		
(State)	(Zip)	

**Explanation of Responses:**

1. Consists of 26,108,639 shares held by Carlyle Partners, V, L.P., 525,008 shares held by Carlyle Partners V-A, L.P., 1,005,630 shares held by CP V Coinvestment A, L.P. and 130,344 shares held by CP V Coinvestment B, L.P.

2. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group V, L.L.C., which is the general partner of TC Group V, L.P., which is the general partner of each of Carlyle Partners V, L.P., Carlyle Partners V-A, L.P., CP V Coinvestment A, L.P., and CP V Coinvestment B, L.P.

**Remarks:**

Due to the limitations of the electronic filing system, each of TC Group V, L.L.C., TC Group V, L.P., Carlyle Partners V, L.P., Carlyle Partners V-A, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P. are filing a separate Form 4.

CARLYLE GROUP  
MANAGEMENT L.L.C., By: /s/ Jeremy W. Anderson, attorney-in-fact 05/09/2014

THE CARLYLE GROUP L.P.,  
By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 05/09/2014

CARLYLE HOLDINGS II GP  
L.L.C., By: The Carlyle Group L.P., its managing member, By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 05/09/2014

CARLYLE HOLDINGS II L.P.,  
By: /s/ Jeremy W. Anderson, attorney-in-fact 05/09/2014

TC GROUP CAYMAN  
INVESTMENT HOLDINGS,  
L.P., By: Carlyle Holdings II L.P., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 05/09/2014

TC GROUP CAYMAN  
INVESTMENT HOLDINGS  
SUB L.P., By: TC Group Cayman Investment Holdings, L.P., its general partner, By: Carlyle Holdings II L.P., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 05/09/2014

\*\* 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.**