

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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>DEANGELO JOSEPH J</u>  (Last) (First) (Middle) 3400 CUMBERLAND BOULEVARD  (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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2019</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							140,000	I	By Trust <sup>(1)</sup>	
Common Stock	03/08/2019		M <sup>(2)</sup>		7,269	A	\$42.7	304,204	D	
Common Stock	03/08/2019		F <sup>(3)</sup>		2,188	D	\$42.7	302,016	D	
Common Stock	03/09/2019		M <sup>(4)</sup>		9,527	A	\$42.7	311,543	D	
Common Stock	03/09/2019		F <sup>(3)</sup>		3,120	D	\$42.7	308,423	D	
Common Stock	03/10/2019		M <sup>(5)</sup>		34,795	A	\$42.7	343,218	D	
Common Stock	03/10/2019		F <sup>(3)</sup>		15,693	D	\$42.7	327,525	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	\$42.7	03/08/2019		M <sup>(2)</sup>			7,269	(2)	(2)	Common Stock	7,269	\$0	21,808	D	
Restricted Stock	\$42.7	03/09/2019		M <sup>(4)</sup>			9,527	(4)	(4)	Common Stock	9,527	\$0	9,528	D	
Restricted Stock	\$42.7	03/10/2019		M <sup>(5)</sup>			34,795	(5)	(5)	Common Stock	34,795	\$0	0	D	

**Explanation of Responses:**

- These shares are held by a trust with respect to which the spouse of Mr. DeAngelo serves as trustee. Mr. DeAngelo disclaims any beneficial ownership of shares held by the trust.
- Conversion on vesting and lapse of restrictions on restricted shares granted on March 8, 2018 under the Issuer Omnibus Incentive Plan. The award vests in four equal 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.
- Conversion on vesting and lapse of restrictions on restricted shares granted on March 9, 2016 under the Issuer Omnibus Incentive Plan. The award vests in four equal installments from the grant date.
- Conversion on vesting and lapse of restrictions on restricted shares granted on March 10, 2015 under the Issuer Omnibus Incentive Plan. The award vests in four equal installments from the grant date.

Rita L. Fadell, Attorney-in-Fact for Joseph J. DeAngelo 03/12/2019

\*\* 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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