

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>TC Group V, L.P.</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>06/04/2014</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	06/04/2014		S		1,305,773	D	\$25.09	26,463,848	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)		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)					

1. Name and Address of Reporting Person\*  
TC Group V, 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\*  
TC Group V, 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\*  
Carlyle Partners V LP  
 (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 Partners V-A LP

(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\*

CP V COINVESTMENT A, 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\*

CP V COINVESTMENT B, L.P.

(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 24,880,968 shares held by Carlyle Partners, V, L.P., 500,321 shares held by Carlyle Partners V-A, L.P., 958,344 shares held by CP V Coinvestment A, L.P. and 124,215 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 Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. are filing a separate Form 4.

TC GROUP V, L.P. By: /s/  
Jeremy W. Anderson, attorney- 06/06/2014  
in-fact

"TC GROUP V, L.L.C. By: TC  
Group Cayman Investment  
Holdings Sub L.P., its  
managing member 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 "

CARLYLE PARTNERS V, L.P.  
By: TC Group V, L.P., its  
general partner By: /s/ Jeremy  
W. Anderson, attorney-in-fact 06/06/2014

CARLYLE PARTNERS V-A, 06/06/2014  
L.P. By: TC Group V, L.P., its

general partner By: /s/ Jeremy W. Anderson, attorney-in-fact  
CP V COINVESTMENT A,  
L.P. By: TC Group V, L.P., its  
general partner By: /s/ Jeremy W. Anderson, attorney-in-fact 06/06/2014  
CP V COINVESTMENT B,  
L.P. By: TC Group V, L.P., its  
general partner By: /s/ Jeremy W. Anderson, attorney-in-fact 06/06/2014  
\*\* 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.**