

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

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

1. Name and Address of Reporting Person* <u>Clayton Dubilier & Rice Fund VII L P</u> (Last) (First) (Middle) <u>C/O MAPLES CORPORATE SERVICES LIMITED</u> <u>P.O. BOX 309, UGLAND HOUSE</u> (Street) <u>GRAND CAYMAN E9 KY1-1104</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>09/17/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	09/17/2014		S		8,166,416	D	\$27.517	18,290,178	I	See notes ⁽¹⁾⁽²⁾

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*
Clayton Dubilier & Rice Fund VII L P
 (Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE
 (Street)
GRAND CAYMAN E9 KY1-1104
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CD&R Associates VII, Ltd.
 (Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE
 (Street)
GRAND CAYMAN E9 KY1-1104
 (City) (State) (Zip)

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CD&R Associates VII, L.P.

(Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE

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GRAND E9 KY1-1104
CAYMAN

(City) (State) (Zip)

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[CD&R Investment Associates VII, Ltd.](#)

(Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE

(Street)
GRAND E9 KY1-1104
CAYMAN

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1. Name and Address of Reporting Person*

[CD&R Parallel Fund VII LP](#)

(Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE

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CAYMAN

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[CD&R Parallel Fund Associates VII, Ltd.](#)

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CAYMAN

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1. Name and Address of Reporting Person*

[CLAYTON DUBILIER & RICE FUND VII CO-
INVESTMENT L P](#)

(Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED
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(Street)
GRAND E9 KY1-1104
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CD&R ASSOCIATES VII \(CO-INVESTMENT\),
LTD](#)

(Last) (First) (Middle)
C/O MAPLES CORPORATE SERVICES LIMITED

P.O. BOX 309, UGLAND HOUSE

(Street)

GRAND
CAYMAN

E9

KY1-1104

(City)

(State)

(Zip)

Explanation of Responses:

1. Represents shares held as follows: (i) 15,048,741 shares of common stock held by Clayton, Dubilier & Rice Fund VII, L.P., whose general partner is CD&R Associates VII, Ltd., whose sole stockholder is CD&R Associates VII, L.P., whose general partner is CD&R Investment Associates VII, Ltd.; (ii) 107,150 shares of common stock held by CD&R Parallel Fund VII, L.P., whose general partner is CD&R Parallel Fund Associates VII, Ltd.; and (iii) 3,134,287 shares of common stock held by Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P., whose general partner is CD&R Associates VII (Co-Investment), Ltd., whose sole stockholder is CD&R Associates VII, L.P., whose general partner is CD&R Investment Associates VII, Ltd.

2. Each of CD&R Associates VII, Ltd., CD&R Associates VII, L.P. and CD&R Investment Associates VII, Ltd. expressly disclaims beneficial ownership of the shares held by Clayton, Dubilier & Rice Fund VII, L.P., as well as of the shares held by each of Clayton, Dubilier & Rice Fund VII (Co-Investment) L.P. and CD&R Parallel Fund VII, L.P. in each case, except to the extent of its pecuniary interest therein. CD&R Parallel Fund Associates VII, Ltd. expressly disclaims beneficial ownership of the shares held by each of CD&R Parallel Fund VII, L.P., Clayton, Dubilier & Rice Fund VII, L.P. and Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P. except to the extent of its pecuniary interest therein.

Clayton, Dubilier & Rice Fund VII, L.P., By: CD&R Associates VII, Ltd., its general partner By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. CD&R Associates VII, Ltd., By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. 09/19/2014
CD&R Associates VII, L.P., By: CD&R Investment Associates VII, Ltd., its general partner By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. CD&R Investment Associates VII, Ltd., By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. 09/19/2014
CD&R Parallel Fund VII, L.P., By: CD&R Parallel Fund Associates VII, Ltd., its general partner, By: /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary CD&R Parallel Fund Associates VII, Ltd., By: /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary 09/19/2014
Clayton, Dubilier & Rice Fund VII (Co-Investment), L.P., By: CD&R Associates VII (Co-Investment), Ltd., its general partner, By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. CD&R Associates VII (Co-Investment), Ltd., By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. 09/19/2014

** 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.