

**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>DEANGELO JOSEPH J</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) <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) 03/31/2017	
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	03/31/2017		M <sup>(1)</sup>		300,000	A	\$20	628,426	D	
Common Stock	03/31/2017		S <sup>(1)</sup>		300,000 <sup>(3)</sup>	D	\$41.2813	328,426	D	
Common Stock	04/03/2017		M <sup>(1)</sup>		263,345	A	\$20	591,771	D	
Common Stock	04/03/2017		M <sup>(1)</sup>		36,655	A	\$18	628,426	D	
Common Stock	04/03/2017		S <sup>(1)</sup>		300,000 <sup>(4)</sup>	D	\$40.5232	328,426	D	
Common Stock	04/04/2017		M <sup>(1)</sup>		112,145	A	\$18	440,571	D	
Common Stock	04/04/2017		S <sup>(1)</sup>		112,145 <sup>(5)</sup>	D	\$40.2689	328,426	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	Amount or Number of Shares				
Stock Options (right to buy)	\$20	03/31/2017		M <sup>(1)</sup>			300,000	(2)	02/03/2020	Common Stock	300,000	\$0	263,345	D	
Stock Options (right to buy)	\$20	04/03/2017		M <sup>(1)</sup>			263,345	(2)	02/03/2020	Common Stock	263,345	\$0	0	D	
Stock Options (right to buy)	\$18	04/03/2017		M <sup>(1)</sup>			36,655		06/26/2016 06/26/2023	Common Stock	36,655	\$0	112,145	D	
Stock Options (right to buy)	\$18	04/04/2017		M <sup>(1)</sup>			112,145		06/26/2016 06/26/2023	Common Stock	112,145	\$0	0	D	

**Explanation of Responses:**

- The reported transactions were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- These options were granted on February 3, 2010, vested in five equal annual installments from the grant date, and were fully vested as of February 3, 2015.
- This transaction was executed in multiple trades ranging from \$40.7275 to \$41.56. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades ranging from \$40.15 to 41.36. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$40.05 to \$40.4650. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff 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, Attorney-in-Fact for Joseph J. DeAngelo 04/04/2017

\*\* 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.

