

PAULSEN BRADLEY

Form 4

March 12, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PAULSEN BRADLEY**

(Last) (First) (Middle)

3400 CUMBERLAND BLVD

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

HD Supply Holdings, Inc. [HDS]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/08/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Pres, HDS Facilities Main

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 03/08/2019                              |                                                             | M <sup>(1)</sup>                        |                                                                            | 517                                                                                                                | A                                                                    | \$<br>42.7                              |
| Common<br>Stock                       | 03/08/2019                              |                                                             | F <sup>(2)</sup>                        |                                                                            | 174                                                                                                                | D                                                                    | \$<br>42.7                              |
| Common<br>Stock                       | 03/09/2019                              |                                                             | M <sup>(3)</sup>                        |                                                                            | 542                                                                                                                | A                                                                    | \$<br>42.7                              |
| Common<br>Stock                       | 03/09/2019                              |                                                             | F <sup>(2)</sup>                        |                                                                            | 159                                                                                                                | D                                                                    | \$<br>42.7                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 3) |                                        |      |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------------|----------------------------------------|------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                  | Amount<br>or<br>Number<br>of<br>Shares |      |
| Restricted<br>Stock                                 | \$ 42.7                                                            | 03/08/2019                              |                                                             | M <sup>(1)</sup>                     |                                                                                                                    | 517                                                            |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock                                        | 517                                    | \$ 0 |
| Restricted<br>Stock                                 | \$ 42.7                                                            | 03/09/2019                              |                                                             | M <sup>(3)</sup>                     |                                                                                                                    | 542                                                            |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock                                        | 542                                    | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                 |       |
|--------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                         | Other |
| PAULSEN BRADLEY<br>3400 CUMBERLAND BLVD<br>ATLANTA, GA 30339 |               |           | Pres, HDS<br>Facilities<br>Main |       |

## Signatures

Rita L. Fadell, Attorney-in-Fact for Bradley S. Paulsen 03/12/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) 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.
- (2) Shares withheld by Issuer pursuant to a non-discretionary share withholding procedure to satisfy tax withholding requirements on vesting of restricted shares.
- (3)

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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.

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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