

HD Supply Holdings, Inc.
Form 3
June 26, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * TC Group V, L.P. (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 06/26/2013	3. Issuer Name and Ticker or Trading Symbol HD Supply Holdings, Inc. [HDS]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
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C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S
(Street)

WASHINGTON, DC 20004
(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	36,471,872	I	See footnotes (1) (2)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TC Group V, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
TC Group V, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Partners V LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Partners V-A LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
CP V COINVESTMENT A, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
CP V COINVESTMENT B, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^

Signatures

TC GROUP V, L.P. By: /s/ Jeremy W. Anderson, attorney-in-fact	06/26/2013
**Signature of Reporting Person	Date
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	06/26/2013
**Signature of Reporting Person	Date
CARLYLE PARTNERS V, L.P. By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact	06/26/2013
**Signature of Reporting Person	Date

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CARLYLE PARTNERS V-A, L.P. By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact 06/26/2013

**Signature of Reporting Person Date

CP V COINVESTMENT A, L.P. By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact 06/26/2013

**Signature of Reporting Person Date

CP V COINVESTMENT B, L.P. By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact 06/26/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Consists of 34,290,383 shares held by Carlyle Partners, V, L.P., 689,531 shares held by Carlyle Partners V-A, L.P., 1,320,767 shares held by CP V Coinvestment A, L.P. and 171,191 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: Exhibits:

Exhibit 24 - Power of Attorney

Due to the limitations of the electronic filing system, each of Carlyle Group Management L.L.C., TC II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P. and TC Group L.P. are filing a separate Form 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.