

DEANGELO JOSEPH J
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEANGELO JOSEPH J

2. Issuer Name and Ticker or Trading Symbol
HD Supply Holdings, Inc. [HDS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3400 CUMBERLAND BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Chairman, President and CEO

ATLANTA, GA 30339

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					140,000	I	By Trust (1)
Common Stock	03/08/2019		M(2)		7,269	A	\$ 42.7 304,204
Common Stock	03/08/2019		F(3)		2,188	D	\$ 42.7 302,016
Common Stock	03/09/2019		M(4)		9,527	A	\$ 42.7 311,543
Common Stock	03/09/2019		F(3)		3,120	D	\$ 42.7 308,423

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Common Stock	03/10/2019	M ⁽⁵⁾	34,795	A	\$ 42.7	343,218	D
Common Stock	03/10/2019	F ⁽³⁾	15,693	D	\$ 42.7	327,525	D

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

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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 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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock	\$ 42.7	03/08/2019		M ⁽²⁾	7,269	<u>(2)</u> / <u>(2)</u>	Common Stock	7,269
Restricted Stock	\$ 42.7	03/09/2019		M ⁽⁴⁾	9,527	<u>(4)</u> / <u>(4)</u>	Common Stock	9,527
Restricted Stock	\$ 42.7	03/10/2019		M ⁽⁵⁾	34,795	<u>(5)</u> / <u>(5)</u>	Common Stock	34,795

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEANGELO JOSEPH J 3400 CUMBERLAND BOULEVARD ATLANTA, GA 30339			Chairman, President and CEO	

Signatures

Rita L. Fadell, Attorney-in-Fact for Joseph J. DeAngelo

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) These shares are held by a trust with respect to which the spouse of Mr. DeAngelo serves as trustee. Mr. DeAngelo disclaims any beneficial ownership of shares held by the trust.
- (2) 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.
- (3) Shares withheld by Issuer pursuant to a non-discretionary share withholding procedure to satisfy tax withholding requirements on vesting of restricted shares.
- (4) 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.
- (5) Conversion on vesting and lapse of restrictions on restricted shares granted on March 10, 2015 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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