HD Supply Holdings, Inc. Form SC 13G/A February 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

HD SUPPLY HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

40416M105

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

" Rule 13d-1(b)

" Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

Page 1 of 19

1 Names of reporting persons

The Carlyle Group L.P.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares $\begin{pmatrix} 0 \\ Shared voting power \end{pmatrix}$ beneficially $\begin{pmatrix} 0 \\ Shared voting power \end{pmatrix}$ owned by $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$ reporting $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$ person $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

SCHEDULE 13G

Page 2 of 19

1 Names of reporting persons

Carlyle Group Management L.L.C.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares $\begin{pmatrix} 0\\ 6 \end{pmatrix}$ Shared voting power beneficially $\begin{pmatrix} 0\\ 0 \end{pmatrix}$ Shared voting power each $\begin{pmatrix} 0\\ 0 \end{pmatrix}$ Sole dispositive power reporting $\begin{pmatrix} 0\\ 0 \end{pmatrix}$ Sole dispositive power person $\begin{pmatrix} 0\\ 0 \end{pmatrix}$ Shared dispositive power with

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

Page 3 of 19

1 Names of reporting persons

Carlyle Holdings II GP L.L.C.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares $\begin{pmatrix} 0\\ 5 \end{pmatrix}$ Shared voting power beneficially $\begin{pmatrix} 0\\ 5 \end{pmatrix}$ Shared voting power each $\begin{pmatrix} 0\\ 5 \end{pmatrix}$ Sole dispositive power reporting $\begin{pmatrix} 0\\ 5 \end{pmatrix}$ Sole dispositive power person $\begin{pmatrix} 0\\ 7 \end{pmatrix}$ Shared dispositive power with

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

Page 4 of 19

1 Names of reporting persons

Carlyle Holdings II L.P.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Québec

5 Sole voting power

Number of

shares $\begin{pmatrix} 0 \\ Shared voting power \\ Shared voting power \\ heneficially \\ 0 \\ each \\ reporting \\ person \\ with \\ \end{pmatrix} \begin{pmatrix} 0 \\ Sole dispositive power \\ Shared disp$

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

OO (Québec société en commandit)

SCHEDULE 13G

Page 5 of 19

1 Names of reporting persons

TC Group Cayman Investment Holdings, L.P.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Cayman Islands 5 Sole voting power

Number of shares 6 beneficially owned by each 7 bold by beneficially 0 Sole dispositive power

reporting person 0 8 Shared dispositive power with

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

SCHEDULE 13G

Page 6 of 19

1 Names of reporting persons

TC Group Cayman Investment Holdings Sub L.P.Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands 5 Sole voting power

Number of 0 shares Shared voting power 6 beneficially owned by 0 7 Sole dispositive power each reporting 0 person 8 Shared dispositive power with 0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

SCHEDULE 13G

Page 7 of 19

1 Names of reporting persons

TC Group V, L.L.C.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares $\begin{pmatrix} 0 \\ Shared voting power \end{pmatrix}$ beneficially $\begin{pmatrix} 0 \\ Shared voting power \end{pmatrix}$ owned by $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$ reporting $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$ person $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

Page 8 of 19

1 Names of reporting persons

TC Group V, L.P.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares $\begin{pmatrix} 0 \\ Shared voting power \end{pmatrix}$ beneficially $\begin{pmatrix} 0 \\ Shared voting power \end{pmatrix}$ owned by $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$ reporting $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$ person $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

SCHEDULE 13G

Page 9 of 19

1 Names of reporting persons

Carlyle Partners V, L.P.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares $\begin{pmatrix} 0 \\ Shared voting power \end{pmatrix}$ beneficially $\begin{pmatrix} 0 \\ Shared voting power \end{pmatrix}$ owned by $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$ reporting $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$ person $\begin{pmatrix} 0 \\ 0 \\ Sole dispositive power \end{pmatrix}$

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

SCHEDULE 13G

Page 10 of 19

1 Names of reporting persons

Carlyle Partners V-A, L.P.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares 0 6 Shared voting power beneficially owned by 0 each 7 Sole dispositive power reporting

person	8	0 Shared dispositive power
with		

0

9 Aggregate amount beneficially owned by each reporting person

0

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

SCHEDULE 13G

Page 11 of 19

1 Names of reporting persons

CP V Coinvestment A, L.P.

- 2 Check the appropriate box if a member of a group
 - (a) " (b) "
- 3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares $\begin{pmatrix} 0 \\ Shared voting power \\ Shared voting power \\ heneficially \\ 0 \\ each \\ reporting \\ person \\ with \\ \end{pmatrix} \begin{pmatrix} 0 \\ Sole dispositive power \\ Shared dispositive power \\ 0 \\ Shared dis$

0

9 Aggregate amount beneficially owned by each reporting person

0