

DEANGELO JOSEPH J

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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(Print or Type Responses)

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

(Last) (First) (Middle)

3400 CUMBERLAND
BOULEVARD

(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)

Chairman, President and CEO

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

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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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(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. De
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
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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