

HD Supply Holdings, Inc.
 Form 3
 November 24, 2015

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 * LeClair Stephen O (Last) (First) (Middle) 3100 CUMBERLAND BLVD, SUITE 1700 (Street) ATLANTA, GA 30339 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/24/2015	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 type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Pres., HD Supply Waterworks	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	13,818	D	À

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

SEC 1473 (7-02)

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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 (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	06/26/2016	06/26/2023	Common Stock	57,200	\$ 0	D	Â
Restricted Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	11,681	\$ 0	D	Â
Restricted Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	20,458	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LeClair Stephen O 3100 CUMBERLAND BLVD, SUITE 1700 ATLANTA, GA 30339	Â	Â	Â Pres.,HD Supply Waterworks	Â

Signatures

James F. Brumsey, Attorney-in-Fact for Stephen O.
LeClair 11/24/2015

__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) Restricted shares granted under the 2013 Omnibus Incentive Plan for 15,574 shares that vest in four equal annual installments beginning on the first anniversary of the March 6, 2014 grant date, subject to continued employment through the vesting date. 3,893 shares vested on March 6, 2015. Upon retirement at or after age 62 with five years of continuous service, the restricted shares continue to vest as scheduled, subject to the reporting person's agreement not to engage in solicitation or competitive activity with the Company.

(2) Restricted shares granted under the 2013 Omnibus Incentive Plan that vest in four equal annual installments beginning on the first anniversary of the March 10, 2015 grant date, subject to continued employment through the vesting date. Upon retirement at or after age 62 with five years of continuous service, the restricted shares continue to vest as scheduled, subject to the reporting person's agreement not to engage in solicitation or competitive activity with the Company.

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.