HD Supply Holdings, Inc. Form 8-K April 03, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 3, 2014

Exact name of Registrant as specified in its

Commission File Number 001-35979 charter, Address of principal executive offices and Telephone number

HD SUPPLY HOLDINGS, INC.

3100 Cumberland Boulevard, Suite 1480

Atlanta, Georgia 30339

(770) 852-9000

333-159809

HD SUPPLY, INC.

State of incorporation Delaware

I.R.S. Employer Identification Number 26-0486780

Delaware

75 - 2007383

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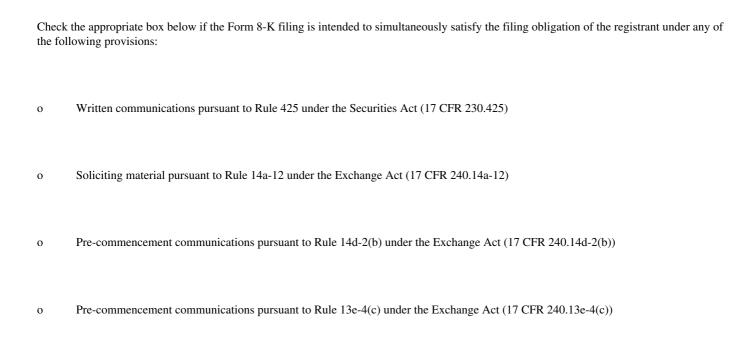
3100 Cumberland Boulevard, Suite 1480

Atlanta, Georgia 30339

(770) 852-9000

Not Applicable

(Former name or former address, if changed since last report.)



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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers.

On April 3, 2014, upon recommendation from the nominating and corporate governance committee of the board of directors of HD Supply Holdings, Inc. (Holdings), the board of directors (collectively, the Board) of Holdings and HD Supply, Inc. (HDS) (collectively, the Company) appointed John W. Alden to the Board and to the Board's Audit Committee. The Board has determined that Mr. Alden is an independent director under the applicable independence requirements of the NASDAQ Stock Market and the Securities Exchange Act of 1934 (the Exchange Act). The appointment is effective April 3, 2014. Mr. Alden is filling the Class I vacancy on the board of directors following the resignation of Mr. Mitchell Jacobson which became effective on December 31, 2013. Mr. Alden will serve as a Class I director of Holdings, and will stand for re-election at the 2014 annual meeting of shareholders.

Mr. Alden, 72, served with United Parcel Service, Inc. (UPS), the largest express package carrier in the world, for 35 years, serving on UPS s board of directors from 1988 to 2000. His most recent role at UPS was as vice chairman of the board from 1996 until his retirement in 2000. Mr. Alden is also a director of the following public companies: Barnes Group Inc. since 2000, Silgan Holdings Inc. since 2001, The Dun & Bradstreet Corporation since 2002, and Arkansas Best Corporation since 2005. He will be retiring from Dun & Bradstreet s board as of the date of its May 2014 annual meeting. He has not served as a director of any other public company in the last five years. Mr. Alden brings to the board extensive experience in strategic planning, worldwide marketing, sales, communications, public relations and logistics and a life-long career in industry.

Mr. Alden will participate in Holdings standard outside director compensation program, filed as Exhibit 10.59 to Holdings registration statement on Form S-1/A filed on June 13, 2013 (the <u>S-1</u>), including a pro-rated annual equity retainer based on the date he joined the Holdings board of directors, under the same terms and conditions as provided in the form of Director Restricted Stock Unit Agreement filed as Exhibit 10.57 to the S-1. Mr. Alden entered into the Company s standard indemnification agreement, as described in the S-1.

There are no family relationships between Mr. Alden and any officer or other director of the Company or any related party transactions involving Mr. Alden. There is no arrangement or understanding between Mr. Alden and any other person pursuant to which either was selected as a director.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 3, 2014 HD Supply Holdings, Inc.

By: /s/ Ricardo J. Nuñez Ricardo J. Nuñez

Senior Vice President, General Counsel

and Corporate Secretary

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 3, 2014 HD Supply, Inc.

By: /s/ Ricardo J. Nuñez

Ricardo J. Nuñez

Senior Vice President, General Counsel

and Corporate Secretary

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