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 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).

^{*} 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.

CUSIP No	o. 40416M105	SCHEDULE 13G	Page 1 of 1
1 Nam	nes of reporting persons		
	Carlyle Group L.P. ck the appropriate box if a member of (b) "	f a group	
	use only		
4 Citiz	zen or place of organization		
D	elaware 5 Sole voting power		
Number of shares	0 6 Shared voting power		
owned by	y 0 7 Sole dispositive power		
reporting person with	0 8 Shared dispositive power		
9 Agg	0 regate amount beneficially owned by	each reporting person	
0			

Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

CUSI	P No. 40416M105	SCHEDULE 13G	Page 2 of 19
1	Names of reporting persons		
2	Carlyle Group Management L.L.C. Check the appropriate box if a member of a g (a) " (b) "	group	
3	SEC use only		
4	Citizen or place of organization		
	Delaware 5 Sole voting power		
sha	ber of 0 6 Shared voting power icially		
	ed by 0 7 Sole dispositive power		
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9	0 Aggregate amount beneficially owned by each	ch reporting person	
10	0 Check if the aggregate amount in Row (9) ex	scludes certain shares	

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

OO (Limited Liability Company)

CUSIP No. 40416M105	SCHEDULE 13G	Page 3 of 19
1 Names of reporting persons		
Carlyle Holdings II GP L.L.C. Check the appropriate box if a		
(a) " (b) "		
3 SEC use only		
4 Citizen or place of organizatio	n	
Delaware 5 Sole voting power		
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9 Aggregate amount beneficially	owned by each reporting person	
0 10 Check if the aggregate amount	in Row (9) excludes certain shares	

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

OO (Limited Liability Company)

CUSIP No. 40416M105	SCHEDULE 13G	Page 4 of 19
1 Names of reporting persons		
Carlyle Holdings II L.P. Check the appropriate box if a m (a) " (b) "	nember of a group	
3 SEC use only		
4 Citizen or place of organization		
Québec 5 Sole voting power		
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person 0 8 Shared dispositive po with	wer	
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9 Aggregate amount beneficially of	owned by each reporting person	
0 10 Check if the aggregate amount in	n Row (9) excludes certain shares	

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

OO (Québec société en commandit)

CUS	SIP No. 40416M105	SCHEDULE 13G	Page 5 of 1
1	Names of reporting persons		
2	TC Group Cayman Investment Check the appropriate box if a r		
	(a) " (b) "		
3	SEC use only		
4	Citizen or place of organization		
	Cayman Islands 5 Sole voting power		
Nuı	mber of		
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	ned by 0 7 Sole dispositive poweach	er	
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p	erson 0 8 Shared dispositive po	ower	
,	with		
9	0 Aggregate amount beneficially	owned by each reporting person	

Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

CU	SIP No. 40416M105	SCHEDULE 13G	Page 6 of 1
1	Names of reporting persons		
2	TC Group Cayman Investment Ho Check the appropriate box if a me		
	(a) " (b) "		
3	SEC use only		
4	Citizen or place of organization		
	Cayman Islands 5 Sole voting power		
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p	erson 0 8 Shared dispositive pow	er	
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9	0 Aggregate amount beneficially ow	ned by each reporting person	

Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

CUSIP	No. 40	416M105	SCHEDULE 13G	Page 7 of 1
1 N	Vames of	f reporting persons		
2 C			a member of a group	
3 S	SEC use	only		
4 C	Citizen o	r place of organization	on	
	Delawa 5	are Sole voting power		
Numb	er of			
shar benefic	6	0 Shared voting power	er	
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pers	on 8	0 Shared dispositive	nower	
wit			F	
9 A	Aggregat	0 e amount beneficiall	y owned by each reporting person	

Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

OO (Limited Liability Company)

CUS	SIP No. 40416M105	SCHEDULE 13G	Page 8 of 19
1	Names of reporting persons		
2	TC Group V, L.P. Check the appropriate box if a member of the control of the cont	of a group	
3	SEC use only		
4	Citizen or place of organization		
	Delaware 5 Sole voting power		
Nun	mber of		
sł	nares 0 6 Shared voting power		
bene	eficially		
	ned by 0 7 Sole dispositive power		
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	erson 0 8 Shared dispositive power with		
9	0 Aggregate amount beneficially owned b	y each reporting person	
10	0 Check if the aggregate amount in Row (9) excludes certain shares	

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

CUS	IP No. 40416M105	SCHEDULE 13G	Page 9 of 19
1	Names of reporting persons		
2	Carlyle Partners V, L.P. Check the appropriate box if a member of (a) " (b) "	a group	
3	SEC use only		
4	Citizen or place of organization		
	Delaware 5 Sole voting power		
sh	nber of 0 ares 6 Shared voting power ficially		
	ned by 0 ach 7 Sole dispositive power		
pe	orting 0 erson 8 Shared dispositive power with		
9	0 Aggregate amount beneficially owned by	each reporting person	
10	0 Check if the aggregate amount in Row (9)	excludes certain shares	

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

CUSIP	No. 40	416M105	SCHEDULE 13G
1 N	ames o	f reporting persons	
2 C		Partners V-A, L.P. e appropriate box if a member of a (b) "	group
3 SI	EC use	only	
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owned each	7	0 Sole dispositive power	
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perso	on 8	0 Shared dispositive power	
with	ı		
9 A	ggrega	0 te amount beneficially owned by ea	ch reporting person

Check if the aggregate amount in Row (9) excludes certain shares

0

10

Page 10 of 19

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

CUSIP No. 40416M105	SCHEDULE 13G	Page 11 of 1
1 Names of reporting persons		
CP V Coinvestment A, L.P. Check the appropriate box if a m (a) " (b) "	nember of a group	
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	r	
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person 0 8 Shared dispositive powith	wer	
witti		
9 Aggregate amount beneficially of	wned by each reporting person	
0 10 Check if the aggregate amount in	n Row (9) excludes certain shares	

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

CUS	SIP No. 4041	16M105 SCHEDULE 13	Page 12 of 1
1	Names of r	reporting persons	
2	Check the	vestment B, L.P. appropriate box if a member of a group	
	(a) " (1	b) "	
3	SEC use or	nly	
4	Citizen or J	place of organization	
	Delawar 5	e Sole voting power	
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	ned by ach 7 S	0 Sole dispositive power	
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	erson 8 S	0 Shared dispositive power	
9	Aggregate	0 amount beneficially owned by each reporting personal control of the control of	on

Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0%

12 Type of reporting person

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ITEM 1. (a) Name of Issuer:

HD Supply Holdings, Inc. (the Issuer)

(b) Address of Issuer s Principal Executive Offices:

3100 Cumberland Boulevard

Suite 1480

Atlanta, Georgia 30339

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

TC Group V, L.L.C.

TC Group V, L.P.

Carlyle Partners V, L.P.

Carlyle Partners V-A, L.P.

CP V Coinvestment A, L.P.

CP V Coinvestment B, L.P.

(b) Address or Principal Business Office:

The address for each of TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. is c/o Intertrust Corporate Services, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005 Cayman Islands. The address for each of the other Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

(c) Citizenship of each Reporting Person is:

TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. are organized in the Cayman Islands. Carlyle Holdings II L.P. is a Québec société en commandit. Each of the other Reporting Persons is organized in the state of Delaware.

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(d) Title of Class of Securities:

Common stock, \$0.01 par value per share (Common Stock)

(e) CUSIP Number:

40416M105

ITEM 3.

Not applicable.

ITEM 4. Ownership

(a) Amount beneficially owned:

This amendment to Schedule 13G is being filed on behalf of the Reporting Persons to report that, as of December 16, 2014, the Reporting Persons do not beneficially own any shares of the Issuer s Common Stock.

(b) Percent of Class:

See Item 4(a) hereof.

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 0

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company
Not applicable.

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ITEM 8. Identification and Classification of Members of the Group Not applicable.

ITEM 9. Notice of Dissolution of Group Not applicable.

ITEM 10. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2015

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ Jeremy W. Anderson,

attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its

general partner

By: /s/ Jeremy W. Anderson,

attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

CARLYLE HOLDINGS II GP L.L.C.

By: The Carlyle Group L.P., its managing

member

By: Carlyle Group Management L.L.C., its

general partner

By: /s/ Jeremy W. Anderson,

attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

CARLYLE HOLDINGS II L.P.

By: /s/ Jeremy W. Anderson,

attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.

By: Carlyle Holdings II L.P., its general

partner

By: /s/ Jeremy W. Anderson,

attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

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TC GROUP CAYMAN INVESTMENT **HOLDINGS SUB L.P.**

By: TC Group Cayman Investment Holdings, L.P., its general partner Carlyle Holdings II L.P., its general By:

partner

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

TC GROUP V, L.L.C.

TC Group Cayman Investment Holdings Sub L.P., its managing member

By: TC Group Cayman Investment Holdings, L.P., its general partner Carlyle Holdings II L.P., its general By: partner

/s/ Jeremy W. Anderson, By: attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

TC GROUP V, L.P.

By: /s/ Jeremy W. Anderson,

attorney-in-fact

Name: Daniel D Aniello Title: Authorized Person

CARLYLE PARTNERS V, L.P.

TC Group V, L.P., its general partner By:

By: /s/ Jeremy W. Anderson,

attorney-in-fact

Name: Daniel D Aniello Title: Authorized Person

CP V COINVESTMENT A, L.P.

TC Group V, L.P., its general partner

By:

/s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello Title: Authorized Person

CP V COINVESTMENT B, L.P.

By: TC Group V, L.P., its general partner

By: /s/ Jeremy W. Anderson,

attorney-in-fact

Name: Daniel D Aniello Title: Authorized Person

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CARLYLE PARTNERS V-A, L.P.

By: TC Group V, L.P., its general partner

By: /s/ Jeremy W. Anderson,

attorney-in-fact Name: Daniel D Aniello

Title: Authorized Person

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LIST OF EXHIBITS

Exhibit No.	Description
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2014).
99	Joint Filing Agreement (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2014).