

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)

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).

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 0

6 Shared voting power

beneficially

owned by 0

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

0

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

PN

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 0

6 Shared voting power

beneficially

owned by 0

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

0

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)

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 0

6 Shared voting power

beneficially

owned by 0

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

0

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)



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 0

6 Shared voting power

beneficially

owned by 0

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

0

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 (Québec société en commandit)

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 0

6 Shared voting power

beneficially

owned by 0

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

0

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

PN

1 Names of reporting persons

TC Group Cayman Investment Holdings Sub 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 0

6 Shared voting power

beneficially

owned by 0

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

0

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

PN

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 0

6 Shared voting power

beneficially

owned by 0

7 Sole dispositive power

each

reporting

person 0

8 Shared dispositive power

with

0

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)



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 0

6 Shared voting power

beneficially

owned by 0

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

0

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

PN

CUSIP No. 40416M105

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 0  
6 Shared voting power

beneficially

owned by 0  
each 7 Sole dispositive power

reporting

person 0  
8 Shared dispositive power  
with

0  
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

PN

CUSIP No. 40416M105

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 0  
8 Shared dispositive power

with

0

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

PN

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 0

6 Shared voting power

beneficially

owned by 0

7 Sole dispositive power

each

reporting

person 0

8 Shared dispositive power

with

0

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

PN



1 Names of reporting persons

CP V Coinvestment B, 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

7 Sole dispositive power

each

reporting

person 0

8 Shared dispositive power

with

0

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

PN

CUSIP No. 40416M105

SCHEDULE 13G

Page 13 of 19

**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.

CUSIP No. 40416M105

SCHEDULE 13G

Page 14 of 19

**(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.

CUSIP No. 40416M105

SCHEDULE 13G

Page 15 of 19

**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.

CUSIP No. 40416M105

SCHEDULE 13G

Page 16 of 19

**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

CUSIP No. 40416M105

SCHEDULE 13G

Page 17 of 19

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

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

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

Name: Daniel D Aniello  
Title: Chairman

**TC GROUP V, L.L.C.**

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

By: /s/ Jeremy W. Anderson,  
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.**

By: 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 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

**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

CUSIP No. 40416M105

SCHEDULE 13G

Page 18 of 19

**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

CUSIP No. 40416M105

SCHEDULE 13G

Page 19 of 19

**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). |