

HD Supply Holdings, Inc.  
Form 8-K  
May 16, 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): **May 16, 2014**

**HD SUPPLY HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-35979**  
(Commission File Number)

**26-0486780**  
(I.R.S Employer  
Identification Number)

**3100 Cumberland Boulevard**  
**Suite 1480,**

**Atlanta, Georgia**  
(Address of principal executive offices)

**30339**  
(Zip Code)

Edgar Filing: HD Supply Holdings, Inc. - Form 8-K

Registrant's telephone number, including area code: **(770) 852-9000**

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 15, 2014, HD Supply Holdings, Inc. (the "Company") held its 2014 Annual Meeting of Shareholders ( "Annual Meeting"). Shareholders representing 188,612,448 shares, or 97%, of the common shares outstanding as of the March 17, 2014 record date were present in person or were represented at the meeting by proxy. Each proposal subject to a vote at the Annual Meeting was described in detail in the Company's 2014 Proxy Statement dated March 31, 2014 and Proxy Supplement dated April 25, 2014. Final voting results are shown below.

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

Shareholders elected, by a plurality of the votes cast, each of the following Class I directors to serve a three-year term expiring at the Company's 2017 annual meeting of shareholders and until their successors are duly elected and qualified:

NOMINEE	FOR	WITHHOLD	BROKER NON-VOTE
John W. Alden	162,129,549	20,305,892	5,554,498
Brian A. Bernasek	162,139,104	20,311,081	5,528,590
Stephen M. Zide	161,896,784	20,553,401	5,525,590

**PROPOSAL 2**

**RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Shareholders ratified, by the affirmative vote of a majority of the votes cast, the Audit Committee's appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year ending February 1, 2015.

<b>VOTES FOR</b>	187,009,904	99.15%
<b>VOTES AGAINST</b>	864,417	
<b>ABSTENTIONS</b>	89,805	
<b>BROKER NON-VOTES</b>	0	

**PROPOSAL 3**

**ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION**

Shareholders approved, on an advisory basis and by the affirmative vote of a majority of the votes cast, the resolution to approve the compensation of the Company's named executive officers.

<b>VOTES FOR</b>	182,270,604	96.64%
<b>VOTES AGAINST</b>	124,163	
<b>ABSTENTIONS</b>	45,585	
<b>BROKER NON-VOTES</b>	0	

**PROPOSAL 4**

**ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON**

**NAMED EXECUTIVE OFFICER COMPENSATION**

Shareholders approved, on an advisory basis, a frequency of every three years for the advisory vote on named executive officer compensation, and this is the frequency the Company will adopt until the next required advisory vote on the frequency of named executive officer compensation.

<b>EVERY YEAR</b>	39,097,269
<b>TWO YEARS</b>	71,667
<b>THREE YEARS</b>	143,210,428
<b>ABSTENTIONS</b>	70,821
<b>BROKER NON-VOTES</b>	5,530,690

## Edgar Filing: HD Supply Holdings, Inc. - Form 8-K

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: May 16, 2014

HD SUPPLY HOLDINGS, INC.

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