UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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).

CUSI	P No. 404	16N	I105	SCHEDULE 13G	Page 1 of 19	
1	Names o	f re	porting persons			
			e Group L.P.			
2			opropriate box if a member of a group			
	(a) □	(b) 🗆			
3	SEC use	on]	y			
4	Citizan		ace of organization			
4	Citizen	or p.	ace of organization			
	Dela	wa	:e			
5			Sole voting power			
			0			
	umber of shares	6	Shared voting power			
be	neficially					
0	wned by each	7	0			
r	eporting	/	Sole dispositive power			
person with			0			
		8	Shared dispositive power			
			0			
9	Aggrega	te a	nount beneficially owned by each reportin	ng person		
	88 8		3			
	0					
10	Check if the aggregate amount in Row (9) excludes certain shares					

Not Applicable

12 Type of reporting person

0%

PN

11 Percent of class represented by amount in Row 9

CUSI	P No. 404	16N	1105	SCHEDULE 13G	Page 2 of 19
1	Names o	f re	porting persons		
	Carlvle	Gı	oup Management L.L.C.		
2		e ap	propriate box if a member of a group b)		
3	SEC use	onl	7		
4	4 Citizen or place of organization Delaware				
Number of shares beneficially owned by each reporting person with		5	Sole voting power 0		
		6	Shared voting power 0		
		7	Sole dispositive power 0		
		8	Shared dispositive power 0		
9 Aggregate amount beneficially owned by each reporting person					

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

Not Applicable

Percent of class represented by amount in Row 9

OO (Limited Liability Company)

0%

CUS	IP No. 404	16N	1105	SCHEDULE 13G	Page 3 of 19
1	Names o	f re	porting persons		
			oldings II GP L.L.C.		
2	Check th		oppropriate box if a member of a group) \square	пр	
3	SEC use	onl	y		
4	4 Citizen or place of organization Delaware				
	Dela	5	Sole voting power		
N	umber of		0		
11	shares	6	Shared voting power		
	neficially wned by		0		
	each	7	Sole dispositive power		
reporting person with			0		
		8	Shared dispositive power		
			0		
9	Aggrega	te a	mount beneficially owned by each r	eporting person	
	0				

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

Not Applicable

Percent of class represented by amount in Row 9

OO (Limited Liability Company)

0%

CUSI	P No. 404	16N	M105 SCHEDULE 13G	Page 4 of 19		
1	Names o	f re	porting persons			
			oldings II L.P.			
2	Check th		ppropriate box if a member of a group b) \square			
7						
3	SEC use	oni	y			
4	Citizen o	r p	lace of organization			
	Quél	ec				
		5	Sole voting power			
N	umber of		0			
	shares neficially	6	Shared voting power			
	wned by each	7	0			
reporting person with		/	Sole dispositive power			
		8	0 Shared dispositive power			
		0				
9	Δαατρα	to a	0 mount beneficially owned by each reporting person			
J		ic a	mount beneficially owned by each reporting person			
	0					
10	Check if the aggregate amount in Row (9) excludes certain shares					

Not Applicable

12 Type of reporting person

0%

11 Percent of class represented by amount in Row 9

OO (Québec société en commandit)

CUS	SIP No. 40416M105	SCHEDULE 13G	Page 5 of 19
1	Names of reporting persons		
	TC Group Cayman Investment Holdings,	L.P.	

0001	1 110. 10 1	1011		1 ugc 5 01 15		
1	Names o	f re	porting persons			
	TC Group Cayman Investment Holdings, L.P.					
2		e aj	propriate box if a member of a group			
	(a) 🗆	(b) [
3	SEC use	onl	y			
4	Citizen c	r pl	ace of organization			
	Cayr		Islands			
		5	Sole voting power			
Nı	umber of		0			
	shares	6	Shared voting power			
	neficially wned by		0			
re	each eporting	7	Sole dispositive power			
	person		0			
	with	8	Shared dispositive power			
			0			
9	Aggrega	e a	mount beneficially owned by each reporting person			
10	Check if the aggregate amount in Row (9) excludes certain shares					
	Not Applicable					
11			ass represented by amount in Row 9			
	0%					
12	Type of 1	epc	rting person			
	PN					
1	T T 4					

CUS	IP No. 40416M105	SCHEDULE 13G	Page 6 of 19
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) \Box (b) \Box		

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) \Box (b) \Box				
3	SEC use only				
4	Citizen or place of organization				
	Cayman Islands				
Nı	5 Sole voting power umber of 0				
	shares 6 Shared voting power				
	neficially wned by 0				
	each 7 Sole dispositive power				
	eporting person 0				
	with 8 Shared dispositive power				
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				

CUSI	P No. 404	16N	1105	SCHEDULE 13G	Page 7 of 19	
1	Names o	f re	porting persons			
			V, L.L.C.			
2			ppropriate box if a member of a group			
	(a) 🗆	(b) 🗆			
3	SEC use	on	y			
4	C:::					
4	Citizen c	r p.	ace of organization			
	Dela	wa	re			
		5	Sole voting power			
			0			
	umber of	6	0 Shared voting power			
	shares	0	Shared voting power			
	neficially wned by		0			
	each	7	Sole dispositive power			
	eporting person		0			
- rith		_				
		8	Shared dispositive power			
			0			
9	Aggrega	te a	mount beneficially owned by each reporting pe	erson		
	0					
10						
	oneck if the aggregate amount in Now (3) excludes certain shares					

Not Applicable

Percent of class represented by amount in Row 9

OO (Limited Liability Company)

0%

CUS	IP No. 404	16N	M105 SCHEDULE 13G	Page 8 of 19			
1	Names o	f re	porting persons				
	TC Gro	oup	V, L.P.				
2	Check th		ppropriate box if a member of a group b) □				
3	SEC use	on]	у				
4	Citizen o	or p	lace of organization				
	Dela	wa	re				
<u>'</u>			Sole voting power				
N	umber of		0				
	shares	6	Shared voting power				
	eneficially wned by		0				
r	each eporting	7	Sole dispositive power				
person with			0				
		8	Shared dispositive power				
	1		0				
9	Aggrega	te a	mount beneficially owned by each reporting person				
	0						
10	Check if the aggregate amount in Row (9) excludes certain shares						

Not Applicable

12 Type of reporting person

0%

PN

11 Percent of class represented by amount in Row 9

CUS	IP No. 404	16N	I105	SCHEDULE 13G	Page 9 of 19
1	Names o	f re	porting persons		
			rtners V, L.P.		
2			ppropriate box if a member of a group		
	(a) 🗆	(b) 🗆		
3	SEC use	on	y		
	GU.				
4	Citizen	r p	ace of organization		
	Dela	wa	re		
	•	5	Sole voting power		
			0		
N	umber of shares	6	Shared voting power		
	neficially				
0	wned by		0		
r	each eporting	7	Sole dispositive power		
person with			0		
		8	Shared dispositive power		
			0		
9	Aggrega	te a	mount beneficially owned by each repor	ting person	
J	71881084	ic a	nount beneficially owned by each repor	ting 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%

PN

CUSI	P No. 404	16M:	.05	SCHEDULE 13G	Page 10 of 19
1	Names o	f rep	orting persons		
	Carlyle	Par	eners V-A, L.P.		
2	Check the appropriate box if a member of a group				
	(a) 🗆	(b)			
3 SEC use only		only			
4	Citizen o	r pla	ce of organization		
	Dela	ware	!		
		5	Sole voting power		
Number of shares			0		
		6	Shared voting power		
beneficially			0		
owned by			0		
each		7 5	Sole dispositive power		

reporting person with

Not Applicable

12 Type of reporting person

PN

8 Shared dispositive power

11 Percent of class represented by amount in Row 9

Aggregate amount beneficially owned by each reporting person

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

CUSIP No. 40416M105			I105	SCHEDULE 13G	Page 11 of 19
1	Names of reporting persons				
			vestment A, L.P.		
2	Check th		opropriate box if a member of a group D) □		
3	SEC use only				
4	Citizen o	r pl	ace of organization		
	Delaware				
Number of shares beneficially owned by each reporting		5	O Shared voting power		
		ŭ	0		
		7	Sole dispositive power		
	person with		0		
	WILLI	8	Shared dispositive power 0		
Q	9 Aggregat		nount beneficially owned by each reporting perso	on.	
,	115g1cga	ic a	nount beneficiary owned by each reporting perso	л	
	0				
10	Check if	the	aggregate amount in Row (9) excludes certain sha	ares	

Not Applicable
11 Percent of class represented by amount in Row 9

0%

PN

CUSIP No. 40416M105			1105 SCHEDULE	Page 12 of 19	
1	1 Names of reporting persons				
	CP V C	Coi	nvestment B, L.P.		
2	Check th		opropriate box if a member of a group b) □		
	(a) ⊔	(<i>,</i> ,		
3	SEC use	on	у		
4	4 Citizen or place of organization				
	Delaware				
	l	5	Sole voting power		
N	umber of		0		
Number of shares beneficially owned by each reporting		6	Shared voting power		
			0		
		7	Sole dispositive power		
	person		0		
	with	8	Shared dispositive power		
			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%

PN

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.

(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:

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.

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.

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

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

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

LIST OF EXHIBITS

Exhibit No.	<u>Description</u>
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).