



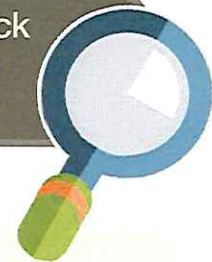
EMPLOYEE STOCK PURCHASE PLAN FACTS AND QUICK LINKS

Your Employee Stock Purchase Plan Option

You can contribute:	Up to a maximum of:
1% to 20% of your eligible earnings	\$21,250



Employee Stock
Purchase Plan
Contacts



Cool Employee Stock Purchase Plan Features

- **You Buy Stock through Convenient Payroll Deductions.**
- **Stock Will Be Purchased for You at a 15% discount.** The price you pay is 15% off the closing stock market price of Home Depot stock on the last day of the plan. That's an immediate 15% return on your investment.

When Do I Enroll in ESPP?



The ESPP has two "plans" each year—January 1-June 30 and July 1-December 31. To enroll (or change your investment percentage), from livetheorangelife.com go to the *Your Benefits Resources* website and select **Savings & Retirement**:

- January 1 through June 30—you must enroll by December 17, 2014; and
- July 1 through December 31—you must enroll by June 16, 2015.



Quick Links to Frequently Used Employee Stock Purchase Plan Info

- **How do I enroll in the ESPP?**
- **How many shares of stock will my account receive?**
- **How do I manage my ESPP account?**
- **How do I sell my ESPP shares?**
- **Will participation in the ESPP affect my tax situation?**



EMPLOYEE STOCK PURCHASE PLAN

U.S. Salaried & Full-Time Hourly Associates

CHAPTER CONTENTS

322 The Employee Stock Purchase Plan	325 Additional Special Circumstances	328 Tax Benefits
322 Terms to Know	325 Foreign Associates	328 Tax Consequences
322 How the ESPP Works	326 Stock Ownership	328 Holding Period
323 ESPP Administration	326 Your ESPP Account at Computershare	329 Dividends
323 Participating in the Plan	326 Ownership of Shares	329 Reporting Capital Gains on the Sale of ESPP Shares
323 Eligibility and Participation	326 Stockholder Privileges	329 Backup Withholding (W-9) Certification
323 Enrolling in the Plan	326 Cash Dividends & Reinvestment	329 ESPP Supplemental Information
323 Automatic Rollover	326 Account Statements	329 Available Shares
323 Discounted Stock Purchase Price	326 Importance of Diversification	329 Amendment and Termination
324 Your Total Shares	327 Stock Transactions	329 Rights Not Transferable
324 ESPP Payroll Deductions	327 Accessing Your Computershare Account	329 Restrictions on Resale of Common Stock Acquired under the Plan and Prohibition on Hedging
324 Calculating Your Payroll Deduction	327 Selling Your Shares	330 Applicable Laws
324 Limitations on Your Contributions	327 Receiving Your Stock Sale Proceeds	330 Incorporation of Documents by Reference
324 Changing Your Payroll Deduction	327 Certificate Withdrawals and Share Transfers	330 Available Information
325 Special Circumstances	328 Computershare Fees	331 Company Financial Statements
325 Termination of Employment	328 Computershare Contacts	
325 Leave of Absence	328 Taxes and the ESPP	



Get the Most Value from Your Plan

What do you need?	Find it here...
Enroll in ESPP (Jan. 1 - June 16) (July 1 - Dec. 17)	Log on to the Your Benefits Resources website at http://resources.hewitt.com/homedepot .
Change or stop your payroll deductions	Log on to the Your Benefits Resources website at http://resources.hewitt.com/homedepot .
If you don't understand your payroll deduction or the amount isn't correct	Call MYTHDHR (1-866-698-4347); if you work for a subsidiary, call your payroll department
Sell your ESPP Shares and receive proceeds	Call Computershare at 1-800-843-2150, or visit their website at www-us.computershare.com/employee . See Stock Transactions for more information on selling Shares and payment delivery options.
Withdraw or transfer Shares	Call Computershare at 1-800-843-2150, or visit their website at www-us.computershare.com/employee to get the appropriate forms.
If you want to confirm that Shares have been purchased for your account after a Plan has ended	Call Computershare at 1-800-843-2150 and speak with a representative, or go online at www-us.computershare.com
Get answers to your questions <ul style="list-style-type: none"> • If a Plan has not ended • If there is an error in the number of Shares deposited to your Computershare account 	Call the Home Depot Stock Administration department toll-free at 1-800-654-0688 x13777 or email Stock_Admin@homedepot.com .

The Employee Stock Purchase Plan

At The Home Depot, we're all working together to build success. Our Employee Stock Purchase Plan (ESPP) is designed to give you the opportunity to acquire ownership interest in The Home Depot, Inc. (the "Company") by purchasing Company Common Stock ("Shares"—going forward, referred to as "stock" in this chapter) at a discount, and represents a key component of the total value you receive from the Company.

This Employee Stock Purchase Plan chapter constitutes a part of a prospectus covering securities that have been registered under the Securities Act of 1933 (the "Securities Act"). ESPP participants, as well as those associates who are considering enrolling in the ESPP, are encouraged to read this chapter and the documents incorporated by reference listed in **Incorporation of Documents by Reference**. The date of this prospectus is October, 2014.

Terms to Know:

- Plan 'End Date' (June 30 or Dec 31)
- Plan 'Pay Period End Date' (June 16 or Dec 17)

How the ESPP Works

Your participation in the ESPP is voluntary, through convenient after-tax payroll deductions, in an amount that is comfortable for you. While there are no guarantees that the value of any stock will increase, investing can be an important part of your overall financial plan.

Each calendar year, there are two opportunities to participate in The Home Depot's ESPP. Each opportunity is called a Plan. Each Plan runs for six months: one Plan begins January 1, and the next on July 1. **A Plan in progress is referred to as a Current Plan, and the one to follow is referred to as the Next Plan.**



During an open enrollment period before a Plan begins, you decide how much money you wish to have deducted from each paycheck for that Plan. Your payroll deductions are a percentage (between 1%-20%) of your eligible earnings for each pay period.

At the end of a Current Plan, the Company issues you as many Shares (including fractional Shares) of The Home Depot stock as can be purchased with the total of your payroll deductions (no interest or earnings accumulate on your contributions during the Plan). **Shares are purchased for you after the Plan ends.**

ESPP Administration

The ESPP is administered by the Leadership Development and Compensation Committee of the Company's Board of Directors (the "Committee"). The Committee is vested with authority to set the number of Shares to be included in any given Plan, to set the subscription (enrollment) and purchase periods, and to interpret and enforce the provisions of the ESPP.

Participating in the Plan

Eligibility and Participation

You are eligible to participate in the ESPP if you are employed by The Home Depot or a subsidiary company on the beginning day (Offering Date) of a Plan **and** have been added into all required administrative systems. To receive Shares you purchased through payroll deductions, you must be an active associate on the last day of the Current Plan End Date (June 30 or Dec 31). See **Special Circumstances** for exceptions to this rule.

To participate in a Plan, you must enroll during the open enrollment period for that Plan. The enrollment deadline for the January 1 Plan is December 17 and the enrollment deadline for the July 1 Plan is June 16.

Limitation on Participation

You are not eligible to participate in The Home Depot ESPP if you own, or will own after the ESPP purchase, 5% or more of the Company's outstanding Shares, including options to purchase Shares as a result of ESPP participation.

Enrolling in the Plan

To participate in the ESPP, you must enroll during the open enrollment period using either the **Your Benefits Resources** website, or by accessing the automated phone system available through The Home Depot Benefits Choice Center. To enroll, you need the same password you use for FutureBuilder 401(k) and health benefits. It is important to note that this is **not** your Home Depot personal identification number (PIN) found on your paycheck. During the enrollment process, you will be asked for the percentage of your eligible earnings that you wish to have deducted each pay period (between 1% - 20%).

To enroll online, log on to the **Your Benefits Resources** website at <http://resources.hewitt.com/homedepot> and select the **Other Savings Opportunities** link under **Savings and Retirement**. This link will direct you to the main ESPP page. Choose the **Employee Stock Purchase Plan** option from the drop-down menu and follow the prompts to complete your transaction. **You must confirm your selection before the transaction is complete.**

To enroll using the automated phone system available through the Benefits Choice Center, call **1-800-555-4954** and select your language preference. At the main menu, say **Employee Stock Purchase Plan** and then follow the voice prompts to confirm your selection.

Automatic Rollover

The automatic rollover feature for the ESPP is available for the Current Plan. This means that the same percentage amount elected for the Current Plan will be deducted for the Next Plan, unless you elect to change your rate during the open enrollment period for the Next Plan.

If you want to participate in the Next Plan and are not currently enrolled, you must take action to enroll online or through the automated phone system before the applicable enrollment deadline.

See **Eligibility and Participation, Enrolling in the Plan** and **Changing Your Payroll Deduction** for more information.

Discounted Stock Purchase Price

The price of stock purchased through the ESPP is set with a 15% discount off the closing stock market price on the last day of the Plan. The Home Depot common stock is traded on the New York Stock Exchange (NYSE).

Example:

\$80.00	NYSE closing price
- \$12.00	ESPP discount (15% of \$80)
\$68.00	ESPP purchase price

Your Total Shares

To determine the number of Shares you will receive for a given Plan, divide the total amount deducted from your paycheck during the Plan by the stock purchase price. If your paycheck dollars are in a currency other than U.S. dollars, you must first convert the amount deducted using the conversion rate on the date the Plan ends.

Example:

\$1,500.00	Total payroll deductions during Plan
÷ \$68.00	ESPP purchase price for Plan
22.06	Shares purchased through Plan

If The Home Depot declares a stock split or has similar capital adjustments, the purchase price of the Current Plan and the number of Shares your payroll deductions purchase will be adjusted accordingly.

ESPP Payroll Deductions

Calculating Your Payroll Deduction

Your ESPP payroll deductions are taken after taxes. The amount of your payroll deduction is a percentage of your eligible earnings for each pay period.

Example:

\$923	Eligible earnings per pay period (Based on 26 pay periods per year; eligible annual pay of approximately \$24,000, or about \$12 per hour)
x 5%	ESPP elected participation rate
\$46.15	Payroll deduction per pay period
x 13	Pay periods during Plan (approximate)
\$599.95	Total payroll deductions for Plan

If your hours, pay rate or salary change during the Current Plan, your payroll deductions will be adjusted accordingly. In other words, the percentage rate of your payroll deduction will stay the same, unless you elect to change it as described in the next section. However, the dollar amount of your payroll deductions will change.

What is Considered Eligible Pay?

For purposes of determining your contributions to the ESPP, eligible pay is generally your taxable wages, plus your payroll deductions to the FutureBuilder 401(k) Plan and any before-tax payroll deductions for health and welfare benefit plans, minus reimbursements, expense allowances, fringe benefits, moving expenses, welfare benefits income attributable to Restricted Stock or other Equity Awards and other similar amounts.

Limitations on Your Contributions

Under the rules of the ESPP, there are limitations to your contributions, as follows:

- Your payroll deductions may not exceed the lesser of 20% of your eligible earnings (including bonuses), or \$21,250.
- The maximum value of the stock you can purchase through the ESPP in a calendar year may not exceed \$25,000, based on the closing stock price on the first business day of a Plan.

If you reach the maximum value of stock you can purchase in the current calendar year (\$25,000), then you cannot participate in the ESPP for the remainder of the current year. However, you will automatically be enrolled in the Next Plan for the new calendar year at your Current Plan participation

rate, unless you elect to change your rate before the Pay Period End Date (June 16 or Dec. 17).

Changing Your Payroll Deduction

Anytime before the Pay Period End Date (June 16 or Dec 17), you may change your ESPP payroll deduction, according to the following rules:

1. Once the Current Plan has started, you cannot increase your payroll deduction percentage.
2. You may reduce your payroll deduction percentage only once during the Current Plan period.
3. You may stop your participation in the Current Plan at any time before the Pay Period End Date (June 16 or Dec. 17). If you choose to stop participating, future payroll deductions will be cancelled. You have two options if you stop participating in the Current Plan:
 - Receive a refund by withdrawing the money that has already been deducted from your paycheck for that Plan. You will not receive any shares of stock at the end of the Plan. Since your ESPP payroll deductions are taken after taxes, no additional tax is withheld. You will receive a full refund for the amount that has been deducted from your pay for that Plan.
 - Stop future deductions and leave the amount already withheld from your paycheck in that Plan. At the end of the Plan, The Home Depot will issue you as many shares of stock as the money deducted from your pay will allow.



If you stop participating in a current Plan before it ends, there is no automatic enrollment in the Next Plan. You may change your ESPP payroll deduction by accessing the ESPP online or through the automated phone system. Prompts will lead you through each step to make your change. See **Get The Most Value From Your Plan** in the front of this section for more information.

If you withdraw from the Current Plan, you must actively enroll in the Next Plan if you want to participate.

After a Current Plan End Date (June 30 or Dec. 31), the total amount of your payroll deductions during the Current Plan will be used to purchase shares of stock. After a Pay Period End Date (June 16 or Dec. 17), you cannot receive a refund for your payroll deductions and will receive Shares.

Special Circumstances

Your participation in the ESPP and purchase of stock through a Current Plan will be affected by certain special circumstances including termination of employment, leave of absence, retirement, disability, and death.

Termination of Employment

If your employment termination date is on or before the last day of the Current Plan End Date (June 30 or Dec. 31), your rights to purchase Shares under the ESPP will be cancelled. Your contributions to the Current Plan will be automatically refunded to you within 2-3 pay cycles after your termination date.

Leave of Absence

If you are on Leave of Absence during the open enrollment period for the ESPP, you may enroll in the Next Plan while you are still on leave. Your contributions to the Plan start when your pay resumes after you return from leave.

On the 91st day of a Leave of Absence, you lose your eligibility to participate in the Current Plan and your accumulated payroll deductions are automatically refunded to you approximately 2-3 pay cycles later. If the Current Plan has not ended when you return to work, you cannot make up missed contributions.

This loss of eligibility, which is determined by tax laws that govern the ESPP, applies unless your re-employment with the Company is guaranteed either by contract or by law (for example, under the provisions of FMLA or certain Military Leaves).

Additional Special Circumstances

Retirement, disability, and death also affect participation in the ESPP. For the purposes of the ESPP, these circumstances are defined as follows:

- **Disability**—You are terminating employment within three months of the end of a Current Plan and are eligible for permanent and total disability benefits under The Home Depot long term disability plan as defined in the **Disability** chapter.
 - **Death**—You die anytime while actively employed or you die while participating in a Current Plan under the retirement or disability provisions.
- If any of the special circumstances listed (retirement, death or disability) apply, and if you or the administrator of your estate do not make a timely election for a refund of your contributions, the monies in your account will be used to purchase stock at the end of the Current Plan.

Foreign Associates

The Committee may adopt rules or procedures to accommodate the requirements of local laws of foreign jurisdictions with respect to participants who are foreign nationals or who are deployed by the Company or any subsidiary outside the United States of America, as the Committee may consider necessary or appropriate to accommodate differences in local law, tax policy or custom.

- **Retirement**—You are terminating employment within three months before the end of a Current Plan End Date and satisfy the requirements of the Company's ESPP retirement provision (you are at least age 60 and have completed at least five years of continuous employment with the Company or one of its subsidiaries).



Stock Ownership

Your ESPP Account at Computershare

Soon after a Plan ends, a personal account will be established with Computershare, The Home Depot's ESPP service provider. The Shares will be allocated into a book entry account established in your name.

After your Shares are allocated to your account, you will receive personal account information, including a PIN (personal identification number) from Computershare. For more information about your PIN, see [Accessing Your Computershare Account](#).

After your Shares are deposited in your personal account, you will also receive an annual statement from Computershare. The statement will show 1) your total deduction amount, 2) the purchase price of the Shares, and 3) the actual number of Shares deposited into your account. **Keep this statement for your tax records!**

Like any service provider, there are fees associated with doing transactions through Computershare. For more information, see [Computershare Fees](#).

Ownership of Shares

You may not transfer ownership or pledge your right to receive Shares through an ESPP Plan to anyone else. However, once the Shares are purchased for you and are deposited in your Computershare account, you may generally sell or transfer the Shares without any restriction. However, refer to [Restrictions on Resale of Common Stock Acquired under the Plan](#) for certain insider trading restrictions.

In the case of your death, certain legal documents are required before the stock can be re-registered to anyone. Contact Computershare for more information.

You may not designate a beneficiary for your ESPP account. For more information, see [Special Circumstances](#).

Stockholder Privileges

Once you own at least one whole share of stock, you will receive notices of stockholder meetings, proxy statements, annual reports, and other literature sent to stockholders. As a stockholder, you will also benefit from any stock splits and cash dividends.

Cash Dividends & Reinvestment

The Home Depot has, in the past, paid a cash dividend each quarter (the Company reserves the right to change its dividend policy in the future). If you have your stock certificates at home or in a safe deposit box, the dividend will be mailed to your home address. If your Shares are being held at Computershare, any dividends will be automatically used to purchase additional Shares of The Home Depot common stock. The Shares purchased will be credited to your Computershare account. The chart shows the fees charged by Computershare for processing your dividend reinvestment.

Dividend Amount	Fee
\$0.01–\$100	4%
\$100.01–\$500	the greater of 2% or \$4
\$500.01 +	1.5%

If you do not wish to have your dividends reinvested, you must write Computershare and ask to be removed from the Dividend Reinvestment Plan. You must include your Social Security number or Global ID (Canada/Mexico), The Company Name "Home Depot," and your current address so that Computershare can begin mailing your dividend checks.

If you hold Shares with any other brokerage account, any dividends on your Shares will be credited to your account with this broker. Contact your broker for information about reinvesting these dividends.

Account Statements

Computershare will mail you an annual statement in January. This statement will include your current transaction or activity, your previous share balance, and your current share balance. You will also receive an IRS Form 3922 for each year that you receive an allocation of Shares. It is very important that you keep these statements. You will need the information when you file your income tax return.

Importance of Diversification

A well-balanced and diversified investment portfolio is important to the long-term financial security of you and your beneficiaries. Broadly defined, diversification means having an investment portfolio mixed among different asset classes, such as stocks, bonds, and cash. The stock of a single company, such as The Home Depot, is subject to greater risk than diversified portfolios such as mutual fund investments. The value of an individual stock is subject to volatility and may decline over time. Most financial planners agree that having more than 10 to



20% of your total investment portfolio in any individual stock results in unnecessary risk-taking and wouldn't be considered adequate diversification. You may want to take this opportunity to evaluate your total investment portfolio allocations, including the stock you acquire under the ESPP, the investments in your FutureBuilder 401(k) account and any personal investments and savings you may have.

Stock Transactions

Accessing Your Computershare Account

After you are allocated Shares from a Plan, Computershare will send you a letter containing your five-digit PIN (personal identification number). You may change the PIN to another five-digit number at any time. The PIN you receive from Computershare will not be the same as the PIN on your paycheck.

You may access your ESPP account at www-us.computershare.com/employee.

If you forget your PIN, you may contact Computershare by phone at **1-800-843-2150** to obtain a new one.

Selling Your Shares

Once your Shares have been deposited into your Computershare account, you may instruct Computershare to sell any or all of the Shares in your account. Refer to **Restrictions on Resale of Common Stock Acquired Under the Plan** for certain insider trading restrictions.

Computershare will accept orders to sell stock before the stock market opens (9:30 a.m. Eastern Time). Your stock will be sold at the opening price of the current day (not the closing price of the prior day, which is the price that Computershare quotes until the market opens).

Computershare charges a commission for selling your stock. See **Computershare Fees** for more information.

Receiving Your Stock Sale Proceeds

Computershare offers you two options to receive payment for Shares that you sell:

1. A check sent via first-class mail on "settlement day," which is the third business day after the sale of stock. This is the standard method for receiving payment. You pay only the regular transaction fee. See **Computershare Fees** for the current rate.
2. A wire transfer to your bank account on settlement day. You must transmit the following wire transfer information to Computershare: your name, address, Social Security number or Global ID Number, ABA/bank routing number, bank account number, corresponding bank information (if outside the U.S.), and day and evening telephone numbers.

If you sell your stock and don't choose a delivery option, a check for your proceeds will be mailed to you (option 1).

Certificate Withdrawals and Share Transfers

Computershare cannot withdraw or transfer your Shares until they have first been deposited to your account. You may obtain withdrawal/transfer forms by calling Computershare at **1-800-843-2150** or through the web at www-us.computershare.com.

After Computershare receives your Shares from The Home Depot, you may have them withdrawn from your account and a certificate issued in your name or the name of someone you designate. Or, you may instruct Computershare to electronically transfer Shares to an investment account that you designate. If you request that a certificate be transferred to a minor (a person under 18 years of age), the certificate must be registered in the minor's name and must include the name of an adult as custodian. You should discuss the impact of a gift or transfer on your personal situation with your tax/financial advisor.

If you request a certificate, it will arrive approximately three weeks after Computershare receives your request. If another person is taking ownership of the Shares, the certificate will be mailed to that person, unless you request otherwise.

There is a transaction fee for each certificate issued and for electronic share transfers. See **Computershare Fees** for more information.



Computershare Fees

The following fees are subject to change at any time without notice. To confirm the current fees, visit the Computershare website at www-us.computershare.com.

Selling The Home Depot Stock

- \$0.03 per Share
- \$25 minimum charge per transaction
- \$5.35 confirmation charge per transaction
- Other fees may apply

Payment of Proceeds by Wire Transfer

Your proceeds can be wired directly to your checking account on the third business day following the sale of your stock, provided that Computershare has received the wire instructions to your bank.

- Wire transfer fee (\$15 U.S.). Your bank may also charge you a fee to receive the wire into your account.
- Certificate Issuance and Electronic Transfer Fees (\$15 U.S.). The fee is waived for transfers to a Merrill Lynch account.

Buying The Home Depot Stock

To purchase stock through Computershare on the open market, you may join Depot Direct by accessing and completing an enrollment form online at <http://www.computershare.com/Investor>. Separate fees will apply.

Computershare Contacts

You will need your Computershare account number and PIN to access your Computershare portfolio online or through the automated phone system.

Phone

Call **1-800-843-2150**. Automated system available 24/7.

Representatives available as follows:

8 a.m.–7 p.m., Eastern Time

7 a.m.–6 p.m., Central Time

6 a.m.–5 p.m., Mountain Time

5 a.m.–4 p.m., Pacific Time

Mail

Computershare Inc.
Attn: ESPP/SOP
250 Royall Street
Canton, MA 02021

Online

www-us.computershare.com/employee

Taxes and the ESPP

The information in this section provides only a brief explanation of some of the tax consequences associated with purchasing and selling Shares of stock through the Employee Stock Purchase Plan. Be sure to consult your tax advisor for a full explanation.

Tax Benefits

When you purchase The Home Depot stock through the ESPP, you are not taxed on the 15% discount you receive off the market price. The difference is called the “spread.” You are taxed, however, when you sell your Shares.

Tax Consequences

When you sell your ESPP Shares, you are responsible for paying federal and any applicable state and local income taxes on your net gain from the sale of your Shares. The purchase price, the date your Shares are purchased, and the date you sell the Shares all figure into the amount of tax you owe.

If you sell Shares, you will receive a transaction history and 1099-B form in January of the following year. Depending on the country where you live, you will be required to complete a W-9 (US) form or a W-8 (NonUS) BEN form.

Holding Period

Each Plan has a Holding Period. The Holding Period extends for two years after the first day of the Plan (the Offering Date).

Qualified Disposition

If you sell your Shares after the Holding Period expires, your Shares are considered to be “qualified.” When you sell the qualified Shares, the sale is considered a “Qualified Disposition.” If you hold the Shares after the expiration of the Holding Period or you die while holding the Shares, you will generally recognize ordinary income upon sale or other disposition of the Shares equal to (a) the difference between the purchase price of the Shares (amount you paid) and the fair market value (closing price of the Shares on the New York Stock Exchange) of the Shares on the date you sold or otherwise disposed of them; or if less (b) 15% of the fair market value of the Shares on the offering date (closing price of the Shares on the first day of the Plan). Any additional gain will generally be taxed as long-term capital gain.



Long-term capital gains tax rates are generally (but not always) lower than your personal income tax rate. Consult your tax advisor for information on your personal situation.

Disqualified Disposition

If you sell before the end of the Holding Period, The Home Depot will report the difference between the stock closing price when the Plan ends less your purchase price for those Shares as taxable wages on your Form W-2. You may have additional gain (for example, if the stock price has gone up since you purchased it). This gain is not included in your W-2 wages, but you must report the gain as a capital gain on your tax return. Consult your tax advisor for information on your personal situation.

Dividends

Any dividends you receive on your ESPP Shares are taxable to you in the year during which they are paid.

Reporting Capital Gains on the Sale of ESPP Shares

The gross proceeds on the sale of your Shares are reported to you by Computershare on a Form 1099-B. When you complete your tax return, you should deduct the cost of your stock and any gain reported on your W-2 from the gross proceeds and calculate taxes on the new profit of your sale.

Backup Withholding (W-9) Certification

The IRS requires Computershare to certify your name and Social Security number. The W-9 certifies, under penalty of perjury, that you gave Computershare your

correct name and Social Security number and that you do not owe the IRS any taxes from prior years.

If Computershare does not have your W-9 certification on file, they will withhold 30% from the proceeds when you sell your stock. They will also withhold 30% from the dividends paid by The Home Depot on your Shares of stock. You may certify the required information electronically through Computershare's automated phone system, online, or by submitting a completed W-9 form, which you may obtain by speaking with a Computershare representative. After you complete the form, you may fax or mail it to Computershare according to instructions provided by the representative.

If Computershare is where you will hold your Shares, you need to provide W-9 certification only once for your ESPP account. If Computershare receives your W-9 certification late, you must file for a refund on "Form 1040" when you file your tax return with the IRS the following year.

ESPP Supplemental Information

Available Shares

A total of 24,124,668 Shares are authorized under the ESPP as of July 31, 2014 and are available for future issuance. The number of authorized Shares for issuance under the ESPP is subject to increase or decrease as the result of changes in The Home Depot stock such as stock splits, stock dividends, and similar events. Shares acquired under the ESPP are purchased from The Home Depot and may be newly issued Shares, treasury Shares, or Shares that have been reacquired by The Home Depot.

Amendment and Termination

The Board of Directors may, at any time, amend the ESPP in any respect. The Home Depot's stockholders must approve any amendment that would increase the number of Shares that may be issued under the ESPP (other than an increase merely reflecting a change in The Home Depot's capitalization) or a change in the designation of any corporations (other than a subsidiary of The Home Depot) whose employees may participate in the ESPP.

The Plan and all rights of participants under the ESPP will terminate when all available Shares have been purchased under the ESPP, or upon any earlier date determined by the Board of Directors. If necessary, the number of Shares that may be purchased in a Plan will be prorated based on contributions.

Rights Not Transferable

The rights of ESPP participants may not be assigned or transferred and are not subject to lien.

Restrictions on Resale of Common Stock Acquired under the Plan and Prohibition on Hedging

Federal law prohibits trading in securities on the basis of material non-public information and provides for substantial civil and criminal penalties for violations of these prohibitions. These prohibitions and penalties apply to the Company generally and to associates who participate in the ESPP. Moreover, the Company's Securities Laws Policy may impose additional limits on transactions in the Company's common stock. You should refer to the Securities Laws Policy, which is available on the Company's intranet or in hard copy by request from the Company's Legal Department.



The federal securities laws also limit the circumstances under which persons who are “Affiliates” can sell securities. “Affiliates” generally include the Company’s executive officers, directors and stockholders who own more than 5% of the Company’s common stock. You may contact the Company’s Legal Department if you are uncertain as to whether or not the Company considers you to be an Affiliate. Non-Affiliate associates who purchase Shares of common stock under the ESPP may generally resell the Shares through a stock-broker in the customary manner or to third persons without the use of a stockbroker. Associates who are Affiliates may resell their Shares of common stock in accordance with the requirements of Rule 144 under the Securities Act stock-broker. In addition, Affiliates and other associates who are “Designated Associates” under the Securities Laws Policy may only sell their Shares of common stock during open window periods under the Policy. You should contact the Company’s Legal Department if you are uncertain as to whether or not the Company considers you to be a Designated Associate.

Certain officers are also subject to potential short-selling profit liability under Section 16(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) with respect to purchases and sales (or sales and purchases) of Shares of the Company’s common stock within a six-month period. For example, if an officer subject to Section 16 sells Shares in the open market, he or she must ensure that at least six months passes before making any direct or indirect purchases of Company securities, because the sales could be “matched” with the purchases, and the officer might be required to disgorge certain gains from the matched transactions. In addition, persons covered by Section 16 must report purchases and sales

of ESPP Shares within two business days after they occur. Directors and officers subject to Section 16 must pre-clear any transactions in the Company’s securities with the Company’s General Counsel.

The Company’s Securities Law Policy prohibits also all associates and directors from entering into hedging or monetization transactions that are designed to limit the financial risk of ownership of the ESPP Shares. These include prepaid variable forward contracts, equity swaps, collars, exchange funds and other similar transactions, as well as speculative transactions in derivatives of the Shares, such as puts, calls, options or other derivatives.

Applicable Laws

The ESPP is not subject to the requirements of the Employee Retirement Security Act of 1974 (“ERISA”) nor is it intended to be a qualified plan under Section 401(a) of the Internal Revenue Code of 1986.

Incorporation of Documents by Reference

The following documents are incorporated by reference into this summary of the ESPP:

1. The Company’s latest annual report on Form 10-K;
2. All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the Company fiscal year covered by the Company’s latest annual report on Form 10-K (other than information deemed to be furnished and not filed under SEC rules); and
3. The description of the Common Stock contained in the Company’s Report on Form 8-A filed with the Securities and Exchange Commission (the “SEC”) pursuant to the Exchange Act.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than, in each case, documents or information deemed furnished and not filed under SEC rules) after the date of this summary and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in the summary and be a part hereof from the date of filing of such documents.

The Company will provide without charge, upon written or oral request, the above documents which are incorporated by reference. Written or telephone requests should be directed to:

Investor Relations Department
The Home Depot, Inc.
2455 Paces Ferry Road, N.W.
Atlanta, Georgia 30339-4024
770-433-8211

Available Information

The Company is subject to the information requirements of the Exchange Act and consequently files reports, proxy statements and other information with the SEC. Participants can inspect or copy reports, proxy statements and other such information filed by the Company at the public reference facility maintained by the SEC at:

SEC
100 F Street, N.E.
Washington, D.C. 20549



Copies of such materials (at prescribed rates) may be obtained from this facility. These materials are also available to the public from the SEC's website at www.sec.gov. The Company's common stock is listed on the NYSE, and certain of its reports, proxy statements and other information may be inspected at the offices of the NYSE:

NYSE

20 Broad Street
New York, New York 10005

The Company may provide additional updating information with respect to the common stock in the future to participants by means of appendices to this prospectus or delivery of other documents.

The Company has filed with the SEC a Registration Statement on Form S-8 (including all amendments thereto, the "Registration Statement") with respect to the securities offered under the plans. This prospectus does not contain all of the information set forth in the Registration Statement and its exhibits and schedules. For further information about the Company and the securities offered through the plans, participants should consult the Registration

Statement and its exhibits, which may be examined at the SEC's public reference facility or through the SEC's website.

Participants may obtain information about their ESPP account and Shares by contacting:

Stock Plan Administration Department
The Home Depot, Inc.
2455 Paces Ferry Road
Atlanta, Georgia 30339
1-800-654-0688, Ext. 13777

Participants receive reports showing the status of account annually. Participants should direct any questions regarding the Plan (other than requests for incorporated documents) to the Stock Plan Administration Department.

Company Financial Statements

ESPP participants and associates eligible to participate in the ESPP may obtain a copy of the Company's latest Form 10-K in any of the following ways:

- access through "Investors Relations" portals of the Company's website at <http://ir.homedepot.com>;

- request a copy from your Human Resource Manager;

- Write to request a copy from:

The Home Depot, Inc.
Investor Relations Department
2455 Paces Ferry Road, N.W.
Atlanta, Georgia 30339-4024

- call to request a copy from the Investors Relations Department at **1-770-384-4388**
- request a copy online through the Company's website at www.homedepot.com (choose Investor Relations)

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The Company has not authorized anyone to give any information or make any representation about the Company or the ESPP that is different from, or in addition to, that contained in this prospectus, the related registration statement or in any of the materials incorporated by reference. Therefore, if given information of this type, you should not rely on it. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this document does not extend to you. The information contained in this document speaks only as of the date of this document unless the information specifically indicates that another date applies.

This is an unpublished work containing confidential and proprietary information of The Home Depot. © 2006 Homer TLC, Inc. All rights reserved. The Home Depot stock is traded on the New York Stock Exchange (NYSE). Past performance does not guarantee future performance.