

# US FOODS HOLDING CORP.

Reported by  
**KKR & CO. INC.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/17 for the Period Ending 01/31/17

Address	9399 W. HIGGINS RD. SUITE 100 ROSEMONT, IL, 60018
Telephone	8477208000
CIK	0001665918
Symbol	USFD
Fiscal Year	01/02

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>KKR Fund Holdings L.P.</b>			<b>US Foods Holding Corp. [ USFD ]</b>			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P., 9 WEST 57TH STREET, SUITE 4200</b>			<b>1/31/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10019</b>						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	1/31/2017		S		18356760	D	\$25.09 (1)	55543240	I	See Footnotes (2) (7) (8) (9)
Common Stock, par value \$0.01 per share	1/31/2017		S		1472000	D	\$25.09 (1)	4453925	I	See Footnotes (3) (7) (8) (9)
Common Stock, par value \$0.01 per share	1/31/2017		S		368000	D	\$25.09 (1)	1113481	I	See Footnotes (4) (7) (8) (9)
Common Stock, par value \$0.01 per share	1/31/2017		S		337640	D	\$25.09 (1)	1021619	I	See Footnotes (5) (8) (9)
Common Stock, par value \$0.01 per share	1/31/2017		S		165600	D	\$25.09 (1)	501066	I	See Footnotes (6) (7) (8) (9)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- This amount represents the secondary price per share of common stock of US Foods Holding Corp. ("Common Stock"), less the underwriting discount of \$0.91 per share.
- Shares of Common Stock are held by KKR 2006 Fund L.P. The general partner of KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P., which has also designated Messrs. Henry R. Kravis and George R. Roberts as managers of KKR 2006 GP LLC.
- Shares of Common Stock are held by KKR PEI Food Investments L.P. The general partner of KKR PEI Food Investments L.P. is KKR PEI Food Investments GP LLC, and the sole member of KKR PEI Food Investments GP LLC is KKR PEI Investments, L.P. The general partner of KKR PEI Investments, L.P. is KKR PEI Associates, L.P., and the general partner of KKR PEI Associates, L.P. is KKR PEI GP Limited. The sole shareholder of KKR PEI GP Limited is KKR Fund Holdings L.P.
- Shares of Common Stock are held by ASF Walter Co-Invest L.P. The general partner of ASF Walter Co-Invest L.P. is ASF Walter Co-Invest GP Limited.

The sole shareholder of ASF Walter Co-Invest GP Limited is KKR Fund Holdings L.P.

- (5) Shares of Common Stock are held by KKR Partners III, L.P. The general partner of KKR Partners III, L.P. is KKR III GP LLC. The managers of KKR III GP LLC are Messrs. Henry R. Kravis and George R. Roberts.
- (6) Shares of Common Stock are held by OPERF Co-Investment LLC. The manager of OPERF Co-Investment LLC is KKR Associates 2006 L.P., and the general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P., which has also designated Messrs. Henry R. Kravis and George R. Roberts as managers of KKR 2006 GP LLC.
- (7) The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Messrs. Henry R. Kravis and George R. Roberts.
- (8) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (9) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, ASF Walter Co-Invest L.P., ASF Walter Co-Invest GP Limited, KKR Partners III, L.P., KKR III GP LLC, KKR 2006 Fund L.P., OPERF Co-Investment LLC, KKR Associates 2006 L.P., KKR 2006 GP LLC, KKR PEI Food Investments L.P., KKR PEI Food Investments GP LLC, KKR PEI Investments, L.P., KKR PEI Associates, L.P. and KKR PEI GP Limited have made a separate Form 4 filing.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

**Signatures**

**\*\*KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

**2/2/2017**

**--**Signature of Reporting Person

Date

**\*\*KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

**2/2/2017**

**--**Signature of Reporting Person

Date

**\*\*KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

**2/2/2017**

—Signature of Reporting Person

Date

**\*\*KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

**2/2/2017**

—Signature of Reporting Person

Date

**\*\*KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

**2/2/2017**

—Signature of Reporting Person

Date

**\*\*KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

**2/2/2017**

—Signature of Reporting Person

Date

**\*\*HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact**

**2/2/2017**

—Signature of Reporting Person

Date

**\*\*GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact**

**2/2/2017**

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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