

**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**

**November 2, 2017**

Date of Report (Date of earliest event reported)

**US FOODS HOLDING CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-37786**  
(Commission File Number)

**26-0347906**  
(I.R.S. Employer  
Identification Number)

**9399 W. Higgins Road, Suite 500  
Rosemont, IL 60018**  
(Address of principal executive offices)

**(847) 720-8000**  
(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 5.02 . Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 2, 2017, the Board of Directors (the “Board”) of US Foods Holding Corp. (the “Company”) appointed Ann E. Ziegler to the Board, effective January 1, 2018. Ms. Ziegler will serve on the Audit Committee of the Board.

As a non-employee director, Ms. Ziegler will receive an annual retainer of \$100,000, paid quarterly in arrears, and an annual restricted stock unit grant of \$100,000, vesting ratably over a three-year period.

A copy of the press release issued by the Company announcing the election of the new director is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	<a href="#"><u>US Foods Holding Corp. Press Release dated November 2, 2017</u></a>

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATED: November 2, 2017

US Foods Holding Corp.

By: /s/ Kristin M. Coleman

Executive Vice President, General Counsel and Chief  
Compliance Officer

FOR IMMEDIATE RELEASE

# News Release



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## **US Foods Announces Appointment of New Member to the Board of Directors**

**ROSEMONT, Ill. (BUSINESS WIRE) – November 2, 2017** - US Foods Holding Corp. (NYSE: USFD) announced today that Ann E. Ziegler, Senior Vice President and Chief Financial Officer of CDW Corporation, has been appointed to join the Board of Directors effective January 1, 2018.

"Ann is a highly accomplished senior executive with nearly 30 years of leadership experience across multiple industries, including technology, consumer packaged goods, and the food industry," said Pietro Satriano, President and Chief Executive Officer of US Foods. "Her background as a public company chief financial officer and her ten years of experience as a senior leader at a well-respected business-to-business value-added distribution company will be an asset to our board."

"We look forward to welcoming Ann as a new independent director," said Robert Dutkowsky, Chairman of the Nominating and Corporate Governance Committee. "Her impressive background of strategic business leadership and financial expertise will bring valuable perspective to the board and audit committee."

Ziegler joined CDW, a leading provider of technology solutions to business, government, education and healthcare, in 2008 and will retire at the end of 2017. Prior to joining CDW, she held a number of executive positions with Sara Lee Corporation including finance, strategy and general management roles in both U.S. and international businesses.

Ziegler also serves on the board of directors of HanesBrands and Groupon, the supervisory board of Wolters Kluwer N.V., and the board of governors of the Smart Museum of Art at the University of Chicago.

### **About US Foods**

US Foods is one of America's great food companies and a leading foodservice distributor, partnering with approximately 250,000 restaurants and foodservice operators to help their businesses succeed. With nearly 25,000 employees and more than 60 locations, US Foods provides its customers with a broad and innovative food offering and a comprehensive suite of e-commerce, technology and business solutions. US Foods is headquartered in Rosemont, Ill. and generates approximately \$23 billion in annual revenue. Visit [usfoods.com](http://usfoods.com) to learn more.

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Source: US Foods