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

May 17, 2017

Date of Report (Date of earliest event reported)

US FOODS HOLDING CORP.

(Exact name of registrant as specified in its charter)

Delaware	**001-37786**	**26-0347906**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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. ☐

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

As described in Item 8.01 below, on May 17, 2017, US Foods Holding Corp. (the "Company") announced the closing of an underwritten secondary public offering of 46,000,000 shares of the Company's common stock. In connection with the closing and also on May 17, 2017, Kenneth A. Giuriceo notified the Company that he would be resigning as a director, effective immediately. Mr. Giuriceo's resignation was pursuant to the terms of the Company's Amended and Restated Stockholders Agreement, dated as of June 1, 2016 (the "Stockholders Agreement"). The Stockholders Agreement, among other things, provides that directors designated for nomination by Clayton, Dubilier & Rice, LLC ("CD&R") or Kohlberg Kravis Roberts & Co., L.P. ("KKR") would leave the Company's Board of Directors (the "Board") at a pre-determined rate as their ownership of our common stock decreased. Mr. Giuriceo had served on our Board as a designee of CD&R.

Item 8.01. Other Events.

On May 17, 2017, the Company announced the closing of the underwritten secondary public offering of 46,000,000 shares of common stock by investment funds associated with CD&R and KKR, Pietro Satriano, the Company's President and Chief Executive Officer and a member of the Board and John A. Lederer, a member of the Board (collectively, the "Selling Stockholders") at a price to the public of $28.25 per share for a total offering size of $1,299,500,000. The offering included the exercise in full of the underwriters' option to purchase 6,000,000 shares of common stock. The Company did not sell any stock in this transaction and did not receive any proceeds from the sale of the shares of common stock by the Selling Stockholders.

A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated in this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibits
99.1	Press Release of US Foods Holding Corp. dated May 17, 2017

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: May 17, 2017

US Foods Holding Corp.

By: /s/ Kristin M. Coleman

Executive Vice President, General Counsel, Chief Compliance Officer and Secretary

EXHIBIT INDEX

Exhibit No.	Description of Exhibits
99.1	Press Release of US Foods Holding Corp. dated May 17, 2017

FOR IMMEDIATE RELEASE

News Release

INVESTOR CONTACT:
Melissa Napier
(847) 720-2767
Melissa.Napier@usfoods.com

MEDIA CONTACT:
Sara Matheu
(847) 720-2392
Sara.Matheu@usfoods.com

US FOODS ANNOUNCES CLOSING OF SECONDARY PUBLIC OFFERING OF COMMON STOCK AND FULL EXERCISE OF UNDERWRITERS' OPTION TO PURCHASE ADDITIONAL SHARES

ROSEMONT, Ill. (BUSINESS WIRE) May 17, 2017 – US Foods Holding Corp. (NYSE:USFD) today announced the closing of the underwritten secondary public offering of 46,000,000 shares of common stock by investment funds associated with Clayton, Dubilier & Rice, LLC and Kohlberg Kravis Roberts & Co. L.P. and certain members of management and the board of directors (collectively, the "Selling Stockholders") at a price to the public of $28.25 per share for a total offering size of $1,299,500,000. The offering included the exercise in full of the underwriters' option to purchase an additional 6,000,000 shares of common stock. US Foods did not sell any stock in this transaction and did not receive any proceeds from the sale of the shares of common stock by the Selling Stockholders.

Goldman Sachs & Co. LLC, Morgan Stanley and J.P. Morgan acted as joint book-running managers for the offering and the representatives of the underwriters. BofA Merrill Lynch, Citigroup, Credit Suisse, Deutsche Bank Securities, Wells Fargo Securities and KKR Capital Markets also served as joint book-running managers for the offering and BMO Capital Markets, BTIG, Guggenheim Securities, ING, Rabo Securities and Natixis served as co-managers for the offering.

A registration statement, including a prospectus, on Form S-1 relating to the offering was declared effective by the U.S. Securities and Exchange Commission ("SEC") on May 11, 2017. Copies of the prospectus related to the offering may be obtained from Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, NY 10282, by telephone toll-free at 1-866-471-2526 or by email at prospectus-ny@ny.email.gs.com; from Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014; or from J.P. Morgan Securities LLC, Attention: Prospectus Department c/o Broadridge Financial Solutions, Long Island Avenue, Edgewood, NY, 11717, by telephone toll-free at 1-866-803-9204. The registration statement is available on the SEC's website at www.sec.gov under the US Foods' name.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About US Foods

US Foods is one of America's great food companies and a leading foodservice distributor, partnering with approximately 250,000 chefs, 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, IL, and generates approximately $23 billion in annual revenue.

Source: US Foods

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