

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled 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. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name and Ticker or Trading Symbol
Locascio Dirk J.	2/6/2017	US Foods Holding Corp. [USFD]
(Last) (First) (Middle) 9399 W. HIGGINS ROAD	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer /	
(Street) ROSEMONT, IL 60018	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21194	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(1)	11/23/2020	Common Stock	7403	\$8.51	D	
Employee Stock Option (right to buy)	(1)	5/27/2021	Common Stock	55552	\$9.86	D	
Employee Stock Option (right to buy)	(2)	6/3/2023	Common Stock	3519	\$12.56	D	
Employee Stock Option (right to buy)	(3)	6/3/2023	Common Stock	4693	\$12.56	D	
Employee Stock Option (right to buy)	(4)	11/16/2025	Common Stock	910	\$14.58	D	
Employee Stock Option (right to buy)	(5)	11/16/2025	Common Stock	3642	\$14.58	D	
Employee Stock Option (right to buy)	(6)	6/23/2026	Common Stock	4771	\$23.18	D	
Restricted Stock Units	(7)	(7)	Common Stock	543	(7)	D	
Restricted Stock Units	(8)	(8)	Common Stock	1147	(8)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	<u>(9)</u>	<u>(9)</u>	Common Stock	1349	<u>(9)</u>	D	

Explanation of Responses:

- (1) All options in this tranche are exercisable.
- (2) Performance-based stock options awarded on June 3, 2013. The performance-based stock options can be earned and may vest in four equal annual installments based on satisfaction of certain performance based criteria for each of the fiscal years ending 2013, 2014, 2015 and 2016. The performance criteria for 2014 were met and 1,173 performance-based options have been earned and have vested. The performance criteria for 2015 and for the cumulative 2013-2015 performance period were met, and 2,346 performance-based options have been earned and have vested. The remaining 25% of performance-based stock options can be earned in the remaining performance period and are not reported in this table.
- (3) Time-based stock options granted on June 3, 2013. Three-fourths of the time-based stock options have vested and are currently exercisable. The remaining time-based stock options will vest on June 3, 2017, contingent on the reporting person's continued service with the Issuer.
- (4) Performance-based stock options awarded on November 16, 2015. The performance-based stock options can be earned and may vest in four equal annual installments based on satisfaction of certain performance based criteria for each of the fiscal years ending 2015, 2016, 2017 and 2018. The performance criteria for 2015 were met, and 910 performance-based options have been earned and have vested. The remaining 75% of performance-based stock options can be earned in the remaining performance periods and are not reported in this table.
- (5) Time-based stock options granted on November 16, 2015. The time-based stock options will vest and become exercisable in four equal annual installments on each June 3, 2017, 2018, and 2019, contingent on the reporting person's continued service with the Issuer
- (6) Time-based stock options granted on June 23, 2016. The time-based stock options will vest and become exercisable in four equal annual installments on each June 3, 2017, 2018, 2019, and 2020, contingent on the reporting person's continued service with the Issuer
- (7) Time-based restricted stock units granted on June 3, 2013. The time-based restricted stock units vest on June 3, 2017, contingent on the reporting person's continued service with the Issuer.
- (8) Time-based restricted stock units granted on November 16, 2015. The time-based restricted stock units vest in equal installments on each June 3, 2017, 2018 and 2019, contingent on the reporting person's continued service with the Issuer.
- (9) Time-based restricted stock units granted on June 23, 2016. The time-based restricted stock units vest in equal installments on each June 3, 2017, 2018, 2019 and 2020, contingent on the reporting person's continued service with the Issuer.

Remarks:

Exhibit List

1. Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Locascio Dirk J. 9399 W. HIGGINS ROAD ROSEMONT, IL 60018			Chief Financial Officer	

Signatures

/s/ Luis A. Avila, Attorney-in-Fact

2/14/2017

**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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Luis Avila and Candace Jackson, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of US Foods Holding Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of January, 2017.

/s/ Dirk J. Locascio

Dirk J. Locascio