
**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

January 31, 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))
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Item 8.01 Other Events.

On January 31, 2017, US Foods Holding Corp. (the “Company”) announced the closing of the underwritten secondary public offering of 41,400,000 shares of common stock by investment funds associated with Clayton, Dubilier & Rice, LLC and Kohlberg Kravis Roberts & Co. L.P. (the “Selling Stockholders”) at a price to the public of \$26.00 per share for a total offering size of \$1,076,400,000. The offering included the exercise in full of the underwriters’ option to purchase an additional 5,400,000 shares. The Company did not sell any stock in this transaction and did not receive any proceeds from the sale of the shares 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

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of US Foods Holding Corp. dated January 31, 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: January 31, 2017

US Foods Holding Corp.

By: /s/ Fareed Khan
Fareed Khan
Chief Financial Officer

FOR IMMEDIATE RELEASE

News Release

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US Foods Announces Closing of Secondary Public Offering of Common Stock and Full Exercise of Underwriters' Over-Allotment Option

ROSEMONT, Ill. (BUSINESS WIRE) January 31, 2017 – US Foods Holding Corp. (NYSE:USFD) today announced the closing of the underwritten secondary public offering of 41,400,000 shares of common stock by investment funds associated with Clayton, Dubilier & Rice, LLC and Kohlberg Kravis Roberts & Co. L.P. (the "Selling Stockholders") at a price to the public of \$26.00 per share for a total offering size of \$1,076,400,000. The offering included the exercise in full of the underwriters' option to purchase an additional 5,400,000 shares. US Foods did not sell any stock in this transaction and did not receive any proceeds from the sale of the shares by the Selling Stockholders.

Goldman, Sachs & Co., 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, Wells Fargo Securities and KKR also served as joint book-running managers for the offering and 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 US Foods shares being sold by the Selling Stockholders was declared effective by the U.S. Securities and Exchange Commission ("SEC") on January 25, 2017. Copies of the prospectus related to the offering may be obtained from Goldman, Sachs & Co., 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 registrant's 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, Ill., and generates approximately \$23 billion in annual revenue.

Source: US Foods

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