

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

Date of Report (Date of earliest event reported): September 10, 2025

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 100
Rosemont, IL 60018
(Address of principal executive offices) (Zip code)

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

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	USFD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 2.02. Results of Operations and Financial Condition.

On September 10, 2025, US Foods Holding Corp. (the "Company"), issued a press release reaffirming its fiscal year 2025 guidance and 2025 to 2027 long-range plan growth algorithm provided on its second quarter earnings call on August 7, 2025 and announcing that the Company will attend the 2025 Piper Sandler Growth Frontiers Conference in Nashville, Tenn., on Wednesday, September 10, 2025, where Dirk Locascio, Chief Financial Officer, will participate in a fireside chat at 10 a.m. CDT. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Media and investors can listen to a live audio webcast by visiting the Investor Relations page of the company's website at <https://ir.usfoods.com/investors/events-and-presentations/default.aspx>. A replay of the webcast will be available later that same day.

The information contained in this Item 2.02 as well as in Exhibit 99.1 is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (as amended, the "Exchange Act") or otherwise subject to the liabilities of that Section, and shall not be or be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release of US Foods Holding Corp., dated September 10, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: September 10, 2025

US Foods Holding Corp.

By: /s/ Dirk J. Locascio
Dirk J. Locascio
Chief Financial Officer

FOR IMMEDIATE RELEASE

News Release



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US Foods Reaffirms Fiscal Year 2025 Guidance and 2025 to 2027 Long-range Plan Company to Participate at the 2025 Piper Sandler Growth Frontiers Conference

ROSEMONT, ILL. (BUSINESS WIRE) September 10, 2025 – US Foods Holding Corp. (NYSE: USFD), one of the largest foodservice distributors in the United States, announced today that it is reaffirming its fiscal year 2025 guidance and 2025 to 2027 long-range plan growth algorithm provided on its second quarter earnings call on August 7, 2025.

“Our team continues to drive steady progress on our self-help initiatives as we delivered strong results through the first half of 2025, including growing Adjusted EBITDA approximately 11% and Adjusted EPS 27%¹,” said Dave Flitman, Chief Executive Officer. “This performance underscores the consistent execution of our strategy and positions us well for sustained profitable growth for many years to come. I remain highly confident that we will achieve our long-range plan growth algorithm of 5% Net sales CAGR, a 10% Adjusted EBITDA CAGR and a 20% Adjusted Diluted EPS CAGR through 2027.”

Outlook for Fiscal Year 2025²

The Company is reaffirming its previously announced fiscal year 2025 guidance of:

- Net Sales growth of 4% to 6%
- Adjusted EBITDA growth of 9.5% to 12%
- Adjusted Diluted EPS growth of 19.5% to 23%

The Company is also reiterating its 2025 to 2027 long-range plan growth algorithm², including:

- 5% Net Sales Compound Annual Growth Rate (CAGR)
- 10% Adjusted EBITDA CAGR
- At least 20 basis points of annual Adjusted EBITDA margin expansion
- 20% Adjusted Diluted EPS CAGR

¹ For a reconciliation of Adjusted EBITDA and Adjusted EPS increase for 2025, see our earnings press release dated August 7, 2025.

² The Company is not providing a reconciliation of certain forward-looking non-GAAP financial measures, including Adjusted EBITDA and Adjusted Diluted EPS, because the Company is unable to predict with reasonable certainty the financial impact of certain significant items, including restructuring activity and asset impairment charges, share-based compensation expenses, non-cash impacts of LIFO reserve adjustments, losses on extinguishments of debt, business transformation costs, other gains and losses, business acquisition and integration related costs and divestiture costs and diluted earnings per share. These items are uncertain, depend on various factors, and could have a material impact on GAAP reported results for the guidance periods. For the same reasons, the Company is unable to address the significance of the unavailable information, which could be material to future results.

Additionally, US Foods will attend the 2025 Piper Sandler Growth Frontiers Conference in Nashville, Tenn., on Wednesday, September 10 where Dirk Locascio, Chief Financial Officer, will participate in a fireside chat at 10 a.m. CDT.

Media and investors can listen to a live audio webcast by visiting the Investor Relations page of the company's website at <https://ir.usfoods.com/investors/events-and-presentations/default.aspx>. A replay of the webcast will be available later that same day.

About US Foods

With a promise to help its customers *Make It*, US Foods is one of America's great food companies and a leading foodservice distributor, partnering with approximately 250,000 customer locations to help their businesses succeed. With more than 70 broadline locations and more than 90 cash and carry stores, US Foods and its 30,000 associates 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. Visit www.usfoods.com to learn more.

Forward-Looking Statements

Statements in this press release which are not historical in nature, including those under the heading "Outlook for Fiscal Year 2025," are "forward-looking statements" within the meaning of the federal securities laws. These statements often include words such as "believe," "expect," "project," "anticipate," "intend," "plan," "outlook," "estimate," "target," "seek," "will," "may," "would," "should," "could," "forecast," "mission," "strive," "more," "goal," or similar expressions (although not all forward-looking statements may contain such words) and are based upon various assumptions and our experience in the industry, as well as historical trends, current conditions, and expected future developments. However, you should understand that these statements are not guarantees of performance or results and there are a number of risks, uncertainties and other important factors, many of which are beyond our control, that could cause our actual results to differ materially from those expressed in the forward-looking statements, including, among others: economic factors affecting consumer confidence and discretionary spending and reducing the consumption of food prepared away from home; cost inflation/deflation and commodity volatility; competition; reliance on third party suppliers and interruption of product supply or increases in product costs; changes in our relationships with customers and group purchasing organizations; our ability to increase or maintain the highest margin portions of our business; achievement of expected benefits from cost savings initiatives; increases in fuel costs; changes in consumer eating habits; cost and pricing structures; the impact of climate change or related legal, regulatory or market measures; impairment charges for goodwill, indefinite-lived intangible assets or other long-lived assets; the impact of governmental regulations; product recalls and product liability claims; our reputation in the industry; labor relations and increased labor costs and continued access to qualified and diverse labor; indebtedness and restrictions under agreements governing our indebtedness; interest rate increases; disruption of existing technologies and implementation of new technologies; cybersecurity incidents and other technology disruptions; risks associated with intellectual property, including potential infringement; effective consummation of pending acquisitions and effective integration of acquired businesses; potential costs associated with shareholder activism; changes in tax laws and regulations and resolution of tax disputes; certain provisions in our governing documents; health and safety risks to our associates and related losses; adverse judgments or settlements resulting from litigation; extreme weather conditions, natural disasters and other catastrophic events; and management of retirement benefits and pension obligations.

For a detailed discussion of these risks, uncertainties and other factors that could cause our actual results to differ materially from those anticipated or expressed in any forward-looking statements, see the section entitled "Risk Factors" in US Foods' Annual Report on Form 10-K for the fiscal year ended December 28, 2024 filed with the Securities and Exchange Commission ("SEC") on February 13, 2025. Additional risks and uncertainties are discussed from time to time in current, quarterly and annual reports filed by the Company with the SEC, which are available on the SEC's website at www.sec.gov. Additionally, we operate in a highly competitive and rapidly changing environment; new risks and uncertainties may emerge from time to time, and it is not possible to predict all risks nor identify all uncertainties. The forward-looking statements contained in this press release speak only as of the date of this press release and are based on information and estimates available to us at this time. We undertake no obligation to update or revise any forward-looking statements, except as may be required by law.