

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed 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 - <b>Satriano Pietro</b> (Last) (First) (Middle) <b>9399 W. HIGGINS ROAD</b> (Street) <b>ROSEMONT, IL 60018</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>US Foods Holding Corp. [ USFD ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>See Remarks</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/15/2017</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$12.56	2/15/2017		A		11730		(2)	6/3/2023	Common Stock	11730	\$0.00	46920 (2)	D	
Employee Stock Option (right to buy)	\$12.56	2/15/2017		A		13888		(1)	8/21/2025	Common Stock	13888	\$0.00	27776 (1)	D	
Employee Stock Option (right to buy)	\$14.58	2/15/2017		A		36421		(3)	11/16/2025	Common Stock	36421	\$0.00	72842 (3)	D	
Employee Stock Option (right to buy)	\$23.18	2/15/2017		A		42939		(4)	6/23/2026	Common Stock	42939	\$0.00	42939 (4)	D	
Restricted Stock Units	(5)	2/15/2017		A		1808		(6)	(6)	Common Stock	1808	\$0.00	1808	D	
Restricted Stock Units	(5)	2/15/2017		A		6430		(7)	(7)	Common Stock	6430	\$0.00	6430	D	
Restricted Stock Units	(5)	2/15/2017		A		4045		(8)	(8)	Common Stock	4045	\$0.00	4045	D	

#### Explanation of Responses:

- ( Performance-based stock options awarded on June 3, 2013. The performance-based stock options can be earned and may vest and become exercisable in four
- 1) 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 11,730 performance-based options were earned and have vested and become exercisable. The performance criteria for 2015 and for the cumulative 2013-2015 performance period were met, and 23,460 performance-based options were earned and have vested and become exercisable. The performance criteria for 2016 was met, and 11,730 performance-based options have been earned and will vest and become exercisable on June 3, 2017.
  - ( Performance-based stock options awarded on August 21, 2015. The performance-based stock options can be earned and may vest and become exercisable in
  - 2) five 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 13,888 performance-based options were earned and have vested and become exercisable. The performance criteria for 2016 were met, and 13,888 performance-based options have been earned and have vested and become exercisable. The remaining 50% of performance-based stock options can be earned in the remaining performance periods and are not reported in this table.
  - ( Performance-based stock options awarded November 16, 2015. The performance-based stock options can be earned and may vest and become exercisable in
  - 3) 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 36,421 performance-based options were earned and have vested and become exercisable. The performance

criteria for 2016 were met, and 36,421 performance-based options have been earned and will vest and become exercisable on June 3, 2017. The remaining 50% of performance-based stock options can be earned in the remaining performance periods and are not reported in this table.

- ( Performance-based stock options awarded June 23, 2016. The performance-based stock options can be earned and may vest and become exercisable in four
- 4) equal annual installments based on satisfaction of certain performance based criteria for each of the fiscal years ending 2016, 2017, 2018 and 2019. The performance criteria for 2016 were met, and 42,939 performance-based options have been earned and will vest and become exercisable on June 3, 2017. The remaining 75% of performance-based stock options can be earned in the remaining performance periods and are not reported in this table.
- (
- 5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- ( Performance-based restricted stock units awarded June 3, 2013 and automatically adjusted in January 2016 pursuant to Section 8 of the 2007 Stock Incentive
- 6) Plan for Key Employees of USF Holding Corp. and its Affiliates, as amended (the "2007 Plan"). The performance-based restricted stock units 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 1,447 of the performance-based restricted stock units were earned and have vested. The performance criteria for 2015 and for the cumulative 2013-2015 performance period were met, and 3,616 performance-based restricted stock units were earned and have vested. The performance criteria for 2016 were met, and 1,808 performance-based restricted stock units have been earned and will vest on June 3, 2017.
- ( Performance-based restricted stock units awarded November 16, 2015 and automatically adjusted in January 2016 pursuant to Section 8 of the 2007 Plan. The
- 7) performance-based restricted stock units 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 6,430 performance-based restricted stock units were earned and have vested. The performance criteria for 2016 were met, and 6,430 performance-based restricted stock units have been earned and will vest on June 3, 2017. The remaining 50% of performance-based restricted stock units can be earned in the remaining performance periods and are not reported in this table.
- ( Performance-based restricted stock units awarded June 23, 2016. The performance-based restricted stock units can be earned and may vest in four equal
- 8) annual installments based on satisfaction of certain performance based criteria for each of the fiscal years ending 2016, 2017, 2018 and 2019. The performance criteria for 2016 were met, and 4,045 performance-based options have been earned and will vest on June 3, 2017. The remaining 75% of performance-based restricted stock units can be earned in the remaining performance periods and are not reported in this table.

#### Remarks:

President, Chief Executive Officer and Director

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Satriano Pietro</b> <b>9399 W. HIGGINS ROAD</b> <b>ROSEMONT, IL 60018</b>	<b>X</b>		<b>See Remarks</b>	

#### Signatures

/s/ James Pyle, Attorney-in-Fact

2/17/2017

\*\* 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 4(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.