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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**January 12, 2017 (January 11, 2017)**  
**Date of Report (Date of earliest event reported)**

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**US FOODS HOLDING CORP.**

(Exact name of registrant as specified in its charter)

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**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)

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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 12, 2017, US Foods Holding Corp. (the “Company”) announced that Fareed Khan, Chief Financial Officer, will resign his position effective February 6, 2017 to pursue other business opportunities.

Dirk Locascio has been named, effective February 6, 2017, to be the Company’s Chief Financial Officer and will serve as principal financial officer and principal accounting officer. Mr. Locascio, age 44, had served as the Company’s Senior Vice President, Financial Accounting and Analysis since November 2016. Prior to such position, Mr. Locascio was Senior Vice President, Operations Finance and Financial Planning from 2015 until 2016, Senior Vice President Financial Planning and Analysis from 2013 to 2015 and Senior Vice President, Corporate Controller from 2009 to 2013. Before joining US Foods, he held senior finance roles with United Airlines, Inc., including Managing Director and Assistant Controller and Director, Revenue Accounting.

The Company and Mr. Locascio are currently negotiating the compensatory arrangements pursuant to which Mr. Locascio will serve as Chief Financial Officer of the Company. The Company will file an amendment to this Form 8-K to disclose the terms of those compensatory arrangements when they are finalized.

**Item 7.01 Regulation FD Disclosure**

A copy of the press release issued by the Company announcing the management changes described in Item 5.02 is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This information is furnished pursuant to Item 7.01 of Form 8-K. The information in this Item 7.01 and in Exhibit 99.1 hereto shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

The furnishing of the information in Item 7.01 is not intended to, and does not constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available.

**Item 9.01. Financial Statements and Exhibits.**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	US Foods Holding Corp. Press Release dated January 12, 2017

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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 12, 2017

US Foods Holding Corp.

By: /s/ Luis A. Avila

Interim General Counsel and Chief Compliance Officer

FOR IMMEDIATE RELEASE

## News Release



## MEDIA CONTACT:

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**US Foods Names New Chief Financial Officer and General Counsel**  
***Dirk Locascio Named Chief Financial Officer, Kristin Coleman Named General Counsel***

**ROSEMONT, Ill. (BUSINESS WIRE) January 12, 2017** – US Foods Holding Corp. (NYSE: USFD) announced today that Dirk J. Locascio will assume the role of Chief Financial Officer, reporting to President and Chief Executive Officer Pietro Satriano, effective February 6, 2017. Locascio has served in a variety of finance and accounting leadership roles with the company since 2009 and played an integral role in the development of the company's long-range strategic plan. He currently serves as Senior Vice President, Financial Accounting and Analysis, responsible for oversight of the company's corporate finance and accounting functions. Prior to joining US Foods, Locascio held senior finance roles with United Airlines and in public accounting with Arthur Andersen LLP. He is a graduate of the University of Illinois, and serves on the Executive Committee of the Board of Directors of the Northern Illinois Food Bank.

Locascio replaces Fareed Khan who is leaving to pursue a new opportunity outside the company. Khan is resigning as CFO effective February 6, 2017 and will stay on in an advisory capacity until mid-February to ensure a smooth transition.

"I'm pleased to welcome Dirk as our new CFO. His deep knowledge of US Foods as well as his strategic leadership, financial acumen, and track record in delivering results make him highly qualified to take on this new role," said Satriano. "I'd also like to thank Fareed for his leadership over the past three years. He was instrumental in our successful initial public offering and leaves US Foods well-positioned for the future."

The company also announced today that Kristin M. Coleman will join US Foods as Executive Vice President, General Counsel and Chief Compliance Officer, effective February 1, 2017. Reporting to President and CEO Satriano, she will oversee all legal and compliance matters, as well as support the Board of Directors in corporate governance matters for the company.

An experienced general counsel, Coleman joins US Foods from Sears Holdings Corporation, where she served as the Senior Vice President, General Counsel and Corporate Secretary since 2014. Prior to joining Sears, Coleman served as the Vice President, General Counsel and Corporate Secretary for Brunswick Corporation since 2009. Before moving in-house, Coleman was in private practice with Sidley Austin LLP.

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Coleman is a graduate of Duke University and the University of Michigan Law School. She is a member of the Economic Club of Chicago, and serves on the Board of Directors of the Boys and Girls Club of Chicago.

“Kristin is a proven leader with exceptional experience managing legal, regulatory, compliance, and public policy issues. We are delighted to have her on board,” said Satriano. “She joins a strong management team focused on growing with our target customers and executing our strategy of Great Food. Made Easy.”

**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. Discover more at [www.usfoods.com](http://www.usfoods.com)

Source: US Foods