

ROBERTS GEORGE R

Form 4

December 16, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KKR Fund Holdings L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS  
ROBERTS & CO. L.P., 9 WEST  
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
US Foods Holding Corp. [USFD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

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

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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          |                                                                                               |                                                          |                                                            |
| Common Stock, par value \$0.01 per share | 12/16/2016                           |                                                    | J <sup>(1)</sup>               |                                                                   | 0 <sup>(1)</sup> | D          | <sup>(1)</sup> | 5,925,925 <sup>(1)</sup>                                                                      | I                                                        | See Footnotes <sup>(2)</sup> <sup>(7)</sup> <sup>(8)</sup> |
| Common Stock, par value \$0.01 per share |                                      |                                                    |                                |                                                                   |                  |            |                | 73,900,000                                                                                    | I                                                        | See Footnotes <sup>(3)</sup> <sup>(7)</sup> <sup>(8)</sup> |
| Common Stock, par value \$0.01           |                                      |                                                    |                                |                                                                   |                  |            |                | 1,481,481                                                                                     | I                                                        | See Footnotes <sup>(4)</sup> <sup>(7)</sup> <sup>(8)</sup> |

per share

Common  
Stock, par  
value \$0.01  
per share

1,359,259 I

See  
Footnotes  
(5) (8)Common  
Stock, par  
value \$0.01  
per share

666,666 I

See  
Footnotes  
(6) (7) (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                  |

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director 10% Owner Officer Other

KKR Fund Holdings L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR Fund Holdings GP Ltd  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

X

KKR Group Holdings L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

KKR Group Ltd  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR & Co. L.P.  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KKR Management LLC  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

KRAVIS HENRY R  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

ROBERTS GEORGE R  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

X

## Signatures

\*\*KKR FUND HOLDINGS L.P. By: KKR Group Limited, the general partner of a general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

12/16/2016

\_\_Signature of Reporting Person

Date

\*\*KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

12/16/2016

\_\_Signature of Reporting Person

Date

\*\*KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

12/16/2016

\_\_Signature of Reporting Person

Date

\*\*KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

12/16/2016

\_\_Signature of Reporting Person

Date

\*\*KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

12/16/2016

\_\_Signature of Reporting Person

Date

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|                                                                                                                                                      |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| **KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title:<br>Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 12/16/2016 |
| __Signature of Reporting Person                                                                                                                      | Date       |
| **HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title:<br>Attorney-in-fact                                                       | 12/16/2016 |
| __Signature of Reporting Person                                                                                                                      | Date       |
| **GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title:<br>Attorney-in-fact                                                     | 12/16/2016 |
| __Signature of Reporting Person                                                                                                                      | Date       |

## Explanation of Responses:

\* 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).

(1) On December 16, 2016, certain limited partnership units of KKR PEI Food Investments L.P., which holds shares of common stock of US Foods Holding Corp. ("Common Stock"), were transferred by KKR Fund Holdings L.P., along with a portfolio of other assets, to a new KKR sponsored investment vehicle with third party investors. The portion of shares of Common Stock held by KKR PEI Food Investments L.P. that corresponds to the limited partner interests in KKR PEI Food Investments L.P. which were, in part, the subject of the transfer was 618,806 shares. There was no change in the number of shares of Common Stock held by KKR PEI Food Investments L.P., but KKR Fund Holdings L.P. and certain other affiliated reporting persons may be deemed to have disposed of a portion of their pecuniary interest in such shares as a result of such transfer. On December 16, 2016, the closing price of shares of Common Stock was \$26.90 per share.

(2) Shares of Common Stock are held by KKR PEI Food Investments L.P. The general partner of KKR PEI Food Investments L.P. is KKR PEI Food Investments GP LLC, and the sole member of KKR PEI Food Investments GP LLC is KKR PEI Investments, L.P. The general partner of KKR PEI Investments, L.P. is KKR PEI Associates, L.P., and the general partner of KKR PEI Associates, L.P. is KKR PEI GP Limited. The sole shareholder of KKR PEI GP Limited is KKR Fund Holdings L.P.

(3) Shares of Common Stock are held by KKR 2006 Fund L.P. The general partner of KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P., which has also designated Messrs. Henry R. Kravis and George R. Roberts as managers of KKR 2006 GP LLC.

(4) Shares of Common Stock are held by ASF Walter Co-Invest L.P. The general partner of ASF Walter Co-Invest L.P. is ASF Walter Co-Invest GP Limited. The sole shareholder of ASF Walter Co-Invest GP Limited is KKR Fund Holdings L.P.

(5) Shares of Common Stock are held by KKR Partners III, L.P. The general partner of KKR Partners III, L.P. is KKR III GP LLC. The managers of KKR III GP LLC are Messrs. Henry R. Kravis and George R. Roberts.

(6) Shares of Common Stock are held by OPERF Co-Investment LLC. The manager of OPERF Co-Investment LLC is KKR Associates 2006 L.P., and the general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P., which has also designated Messrs. Henry R. Kravis and George R. Roberts as managers of KKR 2006 GP LLC.

(7) The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Messrs. Henry R. Kravis and George R. Roberts.

(8) Each of the Reporting Persons may be deemed to be the beneficial owner of a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons engaged in any transactions subject to Section 16 of the Securities Exchange Act of 1934 or are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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