

News Release



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US Foods Announces Launch of Secondary Public Offering of Common Stock

ROSEMONT, Ill. (BUSINESS WIRE) January 23, 2017 – US Foods Holding Corp. (NYSE:USFD), today announced the launch of a secondary public offering of its common stock. Investment funds associated with Clayton, Dubilier & Rice, LLC and Kohlberg Kravis Roberts & Co. L.P. (the “Selling Stockholders”) are offering for sale to the public 30,000,000 shares of US Foods’ common stock owned by them. In connection with the offering, the Selling Stockholders will grant to the underwriters a 30-day option to purchase from the Selling Stockholders up to an additional 4,500,000 shares of common stock. US Foods is not selling any stock in this transaction and will not receive any proceeds from the sale of the shares by the Selling Stockholders.

Goldman, Sachs & Co., Morgan Stanley and J.P. Morgan are acting as joint lead book-running managers for the offering and the representatives of the underwriters. BofA Merrill Lynch, Citigroup, Credit Suisse, Wells Fargo Securities and KKR are also serving as joint book-running managers for the offering and Guggenheim Securities, ING, Rabo Securities and Natixis are serving 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 has been filed with the U.S. Securities and Exchange Commission (“SEC”), but has not yet become effective. The Selling Stockholders’ shares may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective.

The offering will be made only by means of a prospectus. 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. Discover more at www.usfoods.com

Source: US Foods

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