



NEWS RELEASE

# US Foods Announces Secondary Public Offering of Common Stock and Concurrent Share Repurchase

2017-11-29

ROSEMONT, Ill.--(BUSINESS WIRE)-- US Foods Holding Corp. (NYSE:USFD) today announced an offering of an aggregate of 39,955,545 shares of its common stock by investment funds associated with Clayton, Dubilier & Rice, LLC and Kohlberg Kravis Roberts & Co. L.P. (collectively, the "Selling Stockholders").

In addition, US Foods announced that, subject to the completion of the offering, it intends to repurchase 10,000,000 of the 39,955,545 shares of common stock from the underwriter at a price per share equal to the price at which the underwriter will purchase the shares from the Selling Stockholders. The closing of the share repurchase is conditioned on, and expected to occur simultaneously with, the closing of the offering, subject to the satisfaction of other customary conditions. The offering is not conditioned upon the completion of the share repurchase.

Morgan Stanley is acting as the underwriter for the offering. The underwriter proposes to offer the shares that are not subject to the share repurchase from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by it and subject to its right to reject any order in whole or in part.

US Foods is not selling any stock in this transaction and will not receive any proceeds from the sale of the shares of common stock by the Selling Stockholders.

A shelf registration statement on Form S-3, including a prospectus, related to the shares has been filed by US Foods with the U.S. Securities and Exchange Commission ("SEC") and has become effective. The offering will be made only by means of a preliminary prospectus supplement related to the offering being filed today by US Foods with the

SEC. Copies of the preliminary prospectus supplement and the accompanying prospectus, and the final prospectus supplement, when available, may be obtained from Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, or by visiting the SEC's website at [www.sec.gov](http://www.sec.gov) under US Foods' 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 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.

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Source: US Foods

US Foods

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