

KRAVIS HENRY R
Form 4
September 20, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
09/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	09/18/2017		S		17,736,000	D	\$ 27.34 (1)
							17,716,289
							I
							See Footnotes (2) (7) (8) (9)
Common Stock, par value \$0.01 per share	09/18/2017		S		1,422,222	D	\$ 27.34 (1)
							1,420,641
							I
							See Footnotes (3) (7) (8) (9)
	09/18/2017		S		355,556	D	355,160
							I

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Common Stock, par value \$0.01 per share					\$ 27.34 <u>(1)</u>			See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	09/18/2017	S	326,222	D	\$ 27.34 <u>(1)</u>	325,860	I	See Footnotes <u>(5)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	09/18/2017	S	160,000	D	\$ 27.34 <u>(1)</u>	159,822	I	See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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

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

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

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

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

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

ROBERTS GEORGE R
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
2800 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

Signatures

**KKR FUND HOLDINGS L.P. By: KKR Group Holdings L.P., a general partner, By: KKR Group Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 09/20/2017

__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 09/20/2017

__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 09/20/2017

__Signature of Reporting Person Date

**KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 09/20/2017

__Signature of Reporting Person Date

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**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 09/20/2017

__Signature of Reporting Person Date

**KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 09/20/2017

__Signature of Reporting Person Date

**HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact 09/20/2017

__Signature of Reporting Person Date

**GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact 09/20/2017

__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) This amount represents the secondary price per share of common stock of US Foods Holding Corp. ("Common Stock").

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.

(3) 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.

(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 disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. 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 are the beneficial owners of any securities reported herein.

(9) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, ASF Walter Co-Invest L.P., ASF Walter Co-Invest GP Limited, KKR Partners III, L.P., KKR III GP LLC, KKR 2006 Fund L.P., OPERF Co-Investment LLC, KKR Associates 2006 L.P., KKR 2006 GP LLC, KKR PEI Food Investments L.P., KKR PEI Food Investments GP LLC, KKR PEI Investments, L.P., KKR PEI Associates, L.P. and KKR PEI GP Limited have made a separate Form 4 filing.

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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