

FOR IMMEDIATE RELEASE

News Release



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US Foods Announces Pricing of Its Initial Public Offering

Company to begin trading tomorrow on the NYSE under ticker symbol USFD

ROSEMONT, Ill. (BUSINESS WIRE) – US Foods – May 25, 2016 – US Foods Holding Corp. (“US Foods”), the parent company of US Foods, Inc., today announced the pricing of its initial public offering of 44,444,444 shares of common stock at an initial public offering price of \$23.00 per share for a total offering size of \$1,022,222,212. In addition, US Foods has granted the underwriters a 30-day option to purchase from US Foods up to an additional 6,666,667 shares of common stock, at the initial public offering price, to cover over-allotments, if any, which if exercised in full would result in a total offering size of \$1,175,555,553.

The shares of common stock are expected to begin trading on the New York Stock Exchange (“NYSE”) on May 26, 2016, under the symbol “USFD.” The offering is expected to close on June 1, 2016, subject to satisfaction of customary closing conditions.

Goldman, Sachs & Co., Morgan Stanley and J.P. Morgan are acting as joint book-running managers for the offering and the representatives of the underwriters. BofA Merrill Lynch, Citigroup, Credit Suisse, Deutsche Bank Securities, Wells Fargo Securities and KKR are also serving as joint book-running managers for the offering and BMO Capital Markets, 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 these securities has been filed with, and declared effective by, the U.S. Securities and Exchange Commission (“SEC”). The offering is being 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.

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 Holding Corp.

US Foods Holding Corp. is a large foodservice distributor serving chefs and foodservice operators across the country. Its customers include independent and multi-unit restaurants, healthcare and hospitality entities, government and educational institutions. The company employs approximately 25,000 people in 62 locations nationwide. US Foods Holding Corp. is headquartered in Rosemont, Ill.

Forward Looking Statements

This press release contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements include information concerning our liquidity and our possible or assumed future results of operations, including descriptions of our business strategies. These statements often include words such as “believe,” “expect,” “project,” “anticipate,” “intend,” “plan,” “estimate,” “target,” “seek,” “will,” “may,” “would,” “should,” “could,” “forecasts,” “mission,” “strive,” “more,” “goal,” or similar expressions. The statements are based on assumptions that we have made, based on our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments, and other factors we think are appropriate. We believe these judgments are reasonable. However, you should understand that these statements are not guarantees of performance or results. Our actual results could differ materially from those expressed in the forward-looking statements. There are a number of risks, uncertainties, and other important factors, many of which are beyond our control, that could cause our actual results to differ materially from the forward-looking statements contained in this press release. Such risks, uncertainties, and other important factors include, among others, the risks, uncertainties, and factors set forth in our SEC filings. All forward-looking statements made in this press release are qualified by these cautionary statements. The forward looking statements contained in this press release speak only as of the date of this press release. We undertake no obligation, other than as may be required by law, to update or revise any forward-looking or cautionary statements to reflect changes in assumptions, the occurrence of events, unanticipated or otherwise, or changes in future operating results over time or otherwise.

Source: US Foods

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