Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting	ssuer								
1 Issuer's name		2 Issuer's employer identification number (EIN)							
US Foods Holding Corp.		26-0347906							
3 Name of contact for add	ditional information	4 Telephon	e No. of contact	5 Email address of contact					
US Foods Investor Relatio			(847) 720-2815	ir@usfoods.com					
6 Number and street (or F	2.O. box if mail is not	7 City, town, or post office, state, and Zip code of contact							
9399 W. Higgins Road, Sui 8 Date of action	te 500	O Class	ification and description	Rosemont, IL 60018					
6 Date of action		9 Class	sification and description						
January 8, 2016		Cach die	stribution to shareholders						
10 CUSIP number	11 Serial number(s		12 Ticker symbol	13 Account number(s)					
	,	•		(4)					
			USFD	SEC File # 001-37786					
Part II Organization	nal Action Attac	h additiona	1	back of form for additional questions.					
14 Describe the organization	tional action and, if a	pplicable, the	date of the action or the date	against which shareholders' ownership is measured for					
the action ► On Jane	uary 8, 2016, US Foo	ods Holdings	Corp. ("Issuer") made a ca	sh distribution of \$1.46 per share for a total of					
\$666,332,475 to its shareho									
-									
	VIII 10,1								
		- 201	Ole						
			100000000000000000000000000000000000000						
				•					
15 Describe the quantitat	ive effect of the organ	nizational act	ion on the basis of the securit	y in the hands of a U.S. taxpayer as an adjustment per					
				of this distribution per share is estimated to be a					
				in each share. To the extent the tax basis in a share					
1			asis in that share is recogni	· -					
									
	_								
									
16 Describe the calculation	on of the abases in he	ania and the a	data that ayanada tha anlayta	Non-accele as the assuration as the second to a second					
				tion, such as the market values of securities and the					
				ade by a corporation, it is treated as a taxable					
				that corporation at the date of the distribution or, in					
certain cases, at the end of the tax year in which the distribution was made. In order to determine what portion of this cash distribution									
Should be treated as a taxable dividend versus return of capital/capital gain, Issuer completed a computation of accumulated E&P as of January 2, 2016 with an estimate of current E&P for the year ended December 31, 2016. According to these computations, Issuer									
had a deficit of current and accumulated E&P. As a result, the distribution is estimated to result in a dividend of \$0 per share (with no									
effect on basis) and a reduction in basis of up to \$1.46 per share.									
			· · · · · · · · · · · · · · · · · · ·						

Part	Ш	Organizational Action (continued	j)							
17 L	ist the	applicable Internal Revenue Code section	n(s) and subsection(s) upon which the ta	ax treatme	nt is based	•				
		- Dividend defined	.,							
		- Property defined								
Section 301 - Distributions of property										
		- Effect on earnings and profits								
		1.1502-33 - Earnings and profits (this s	section applies to taxpavers filing a c	onsolidate	d Federal	corporate income tay return)				
Other :	sectio	ns further defining adjustments to E&P	that are not contained in section 312	<u></u>		sorporate modific tax retains				
20-										
200										
-						18-2				
						1-27-				
	897 878									
40		til I I I I I I I I I I I I I I I I I I I	6							
18 Can any resulting loss be recognized? ► This distribution would not create a loss.										
31										
63										
					gedKin					
			1500	-11						
_						GHAS THE				
					250					
		any other information necessary to imple								
be take	n into	account in the year of the shareholder	during which the distribution was re-	ceived (e.c	<u>1. 2016 for </u>	calendar year taxpayers).				
			<u> </u>							
			<u> </u>							
	Unde	r penalties of perjury, I declare that I have exam	nined this return, including accompanying so	hedules and	i statements,	and to the best of my knowledge and				
	Deliei	, it is true, correct, and complete. Declaration of	r preparer (other than officer) is based on all il	nformation o	r wnich prepa	arer has any knowledge.				
Sign										
Here	Signa	iture ►	<u></u>	_ Date ▶	1/16/2	917				
					ACTION OF THE	30 10				
	Print	your name ► Andrew Shelburne		Title ►	VP Corpo	rate Taxation				
Paid		Print/Type preparer's name	Preparer's signature	Date		Check if PTIN				
Prepa	rer					self-employed				
Use C		Firm's name ▶				Firm's ElN ▶				
Firm's address ▶ Phone no.										
Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054										