

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name US Foods Holding Corp		2 Issuer's employer identification number (EIN) 26-0347906	
3 Name of contact for additional information US Foods Investor Relations	4 Telephone No. of contact (847) 720-2815	5 Email address of contact ir@usfoods.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 9399 W. Higgins Road, Suite 500		7 City, town, or post office, state, and Zip code of contact Rosemont, IL 60018	
8 Date of action May 17, 2016		9 Classification and description Reverse stock split 2.7 to 1	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol USFD	13 Account number(s) SEC File # 001-37786

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Effective May 17, 2016, US Foods Holding Corp. ("Issuer") effected a 2.7 to 1 reverse stock split of all shares of its common stock.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attached.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attached.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

Section 368 - Definitions relating to corporate reorganizations

Section 354 - Exchanges of stock and securities in certain reorganizations

Section 358 - Basis to distributees

Section 302 - Distributions in redemption of stock

18 Can any resulting loss be recognized? ▶ _____

No loss may be recognized as a result of the transaction except for possible loss recognized in connection with cash received in lieu of a fractional issuer share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The adjustment to basis would be taken into account in the tax year during which the 2.7 for 1 reverse stock split was effected (e.g. 2016 for calendar year taxpayers).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ 

Date ▶ 1/16/2017

Print your name ▶ Andrew Shelburne

Title ▶ VP Corporate Taxation

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

US Foods Holding Corp.
Form 8937 – Report of Organizational Actions Affecting Basis of Securities
Additional Statement

Box 15:

Each shareholder's basis in each share received in the exchange will be equal to the basis in the 2.7 shares surrendered in exchange for that share. A shareholder who received cash in lieu of a fractional share will recognize gain or loss equal to the difference between the cash received and the tax basis in the share(s) surrendered in exchange for the cash. Each shareholder's aggregate basis in the shares of each class of stock received in the exchange (including the fractional shares paid in cash) will be equal to that shareholder's aggregate basis in the shares of that class surrendered.

Since each shareholder of each aforementioned class of shares received fewer shares of that class of shares than were surrendered, the basis in the surrendered shares must be allocated in a manner that reflects, to the greatest extent possible, that a share of stock received is received in respect of shares of stock that were acquired on the same date and at the same price. To the extent it is not possible to allocate in this manner, the basis of the shares surrendered must be allocated to the shares of stock received in a manner that minimizes the disparity in the holding periods of the surrendered shares whose basis is allocated to any particular share received. This could result in a particular share having a split basis and a split holding period.

Each shareholder should consult with his or her tax advisor with respect to the computation of gain or loss and basis in this transaction based on his or her specific facts.

Box 16:

The basis in each Issuer Share received in the exchange will generally be equal to the 2.7 shares exchanged for that share. The remaining basis in the fractional shares that are exchanged for cash in lieu will be compared to the cash received for those shares and gain or loss will be recognized accordingly. See the discussion in Box 15 above for further description of the specific allocation of basis when certain shares have a different basis per share and/or holding period.