

Performance Food Group Co  
Form 4  
May 26, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Blackstone Holdings III L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP  
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Performance Food Group Co [PFGC]

3. Date of Earliest Transaction  
(Month/Day/Year)

05/24/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ 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 Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------|------------|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount    | (A) or (D) | Price   |  |   |   |
| Common Stock                    | 05/24/2016                           |  | S                              |   | 9,801,233 | D          | \$<br>23.3406<br><u>(1)</u>   | 40,608,099   | I   | See<br>Footnotes<br>(2) (7) (8) (9)<br><u>(10) (11)</u> |
| Common Stock                    | 05/24/2016                           |  | S                              |   | 1,570,043 | D          | \$<br>23.3406<br><u>(1)</u>   | 6,504,942  | I   | See<br>Footnotes<br>(3) (7) (8) (9)<br><u>(10) (11)</u> |
| Common Stock                    | 05/24/2016                           |  | S                              |   | 124,436   | D          | \$<br>23.3406<br><u>(1)</u>   | 515,559  | I   | See<br>Footnotes<br>(4) (7) (8) (9)<br><u>(10) (11)</u> |

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|              |            |   |         |   |                      |         |   |  |
|--------------|------------|---|---------|---|----------------------|---------|---|--|
| Common Stock | 05/24/2016 | S | 25,049  | D | \$<br>23.3406<br>(1) | 103,780 | I | See<br>Footnotes<br>(5) (7) (8) (9)<br>(10) (11) |
| Common Stock | 05/24/2016 | S | 153,195 | D | \$<br>23.3406<br>(1) | 634,714 | I | See<br>Footnotes<br>(6) (8) (9)<br>(10) (11)     |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title<br>or<br>Number<br>of<br>Shares               |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Blackstone Holdings III L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154    | X                                |
| Blackstone Holdings III GP L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154 | X                                |
| Blackstone Holdings III GP Management L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.                             | X                                |

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345 PARK AVENUE  
NEW YORK, NY 10154

Blackstone Group L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

X

Blackstone Group Management L.L.C.  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

X

SCHWARZMAN STEPHEN A  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

X

## Signatures

BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

05/26/2016

\_\_Signature of Reporting Person

Date

BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

05/26/2016

\_\_Signature of Reporting Person

Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

05/26/2016

\_\_Signature of Reporting Person

Date

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

05/26/2016

\_\_Signature of Reporting Person

Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

05/26/2016

\_\_Signature of Reporting Person

Date

/s/ Stephen A. Schwarzman

05/26/2016

\_\_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 \$24.25 public offering price per share of Common Stock, par value \$0.01 per share ("Common Stock"), of Performance Food Group Company (the "Issuer"), less the underwriting discount of \$0.9094 per share of Common Stock.
- (2) Reflects securities of the Issuer held directly by Blackstone Capital Partners V L.P.
- (3) Reflects securities of the Issuer held directly by Blackstone Capital Partners V - AC L.P.
- (4) Reflects securities of the Issuer held directly by Blackstone Family Investment Partnership V L.P.

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- (5) Reflects securities of the Issuer held directly by Blackstone Participation Partnership V L.P.
- (6) Reflects securities of the Issuer held directly by Blackstone Family Investment Partnership V-SMD L.P. (collectively, together with the entities listed in footnotes 2 through 5, the "Blackstone Funds").
- The general partner of Blackstone Capital Partners V L.P. and Blackstone Capital Partners V-AC L.P. is Blackstone Management Associates V L.L.C. BMA V L.L.C. is the sole member of Blackstone Management Associates V L.L.C. BCP V Side-by-Side GP L.L.C. is the general partner of each of Blackstone Family Investment Partnership V L.P. and Blackstone Participation Partnership V L.P. Blackstone Holdings III L.P. is the managing member and majority-in-interest owner of BMA V L.L.C. and the sole member of BCP V Side-by-Side GP L.L.C.
- (7) L.L.C. is the general partner of each of Blackstone Family Investment Partnership V L.P. and Blackstone Participation Partnership V L.P. Blackstone Holdings III L.P. is the managing member and majority-in-interest owner of BMA V L.L.C. and the sole member of BCP V Side-by-Side GP L.L.C.
- The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. The general partner of Blackstone Family Investment Partnership V-SMD L.P. is Blackstone Family GP L.L.C., which is controlled by its founder, Mr. Schwarzman.
- (8) Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. The general partner of Blackstone Family Investment Partnership V-SMD L.P. is Blackstone Family GP L.L.C., which is controlled by its founder, Mr. Schwarzman.
- (9) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- (10) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- Each of the Reporting Persons (other than each of the Blackstone Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by the Blackstone Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the Blackstone Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (11) Each of the Reporting Persons (other than each of the Blackstone Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by the Blackstone Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the Blackstone Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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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