

Performance Food Group Co
Form 4
October 08, 2015

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 *
Blackstone Holdings II L.P.

2. Issuer Name and Ticker or Trading Symbol
Performance Food Group Co [PFGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2015

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
NEW YORK, NY 10154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 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	10/06/2015		S		1,376,220	D	\$ 17.955 (1)
							50,409,332
							I
							See Footnotes (2) (9) (11) (12) (13) (14)
Common Stock	10/06/2015		S		220,454	D	\$ 17.955 (1)
							8,074,985
							I
							See Footnotes (3) (9) (11) (12) (13) (14)
Common Stock	10/06/2015		S		17,472	D	\$ 17.955 (1)
							639,995
							I
							See Footnotes (4) (9) (11) (12) (13) (14)

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Common Stock	10/06/2015	S	3,517	D	\$ 17.955 (1)	128,829	I	See Footnotes (5) (9) (11) (12) (13) (14)
Common Stock	10/06/2015	S	21,511	D	\$ 17.955 (1)	787,909	I	See Footnotes (6) (9) (11) (12) (13) (14)
Common Stock	10/06/2015	S	646,997	D	\$ 17.955 (1)	0	I	See Footnotes (7) (10) (11) (12) (13) (14)
Common Stock	10/06/2015	S	15,570	D	\$ 17.955 (1)	0	I	See Footnotes (8) (10) (11) (12) (13) (14)

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Blackstone Holdings II L.P.
C/O THE BLACKSTONE GROUP L.P.

X

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings I/II GP Inc
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings III L.P.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings III GP L.P.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings III GP Management L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

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

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

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

Signatures

BLACKSTONE HOLDINGS II L.P., By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/08/2015
Date

--Signature of Reporting Person

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/08/2015
Date

--Signature of Reporting Person

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 10/08/2015
Date

--Signature of Reporting Person

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 10/08/2015

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<u>Signature of Reporting Person</u>	Date
BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/08/2015
<u>Signature of Reporting Person</u>	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	10/08/2015
<u>Signature of Reporting Person</u>	Date
BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/08/2015
<u>Signature of Reporting Person</u>	Date
/s/ Stephen A. Schwarzman	10/08/2015
<u>Signature of Reporting Person</u>	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 \$19.00 initial 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 \$1.045 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.
- (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.
- (7) Reflects securities of the Issuer held directly by Blackstone Mezzanine Partners II L.P.
- (8) Reflects securities of the Issuer held directly by Blackstone Mezzanine Holdings II L.P. (collectively, together with the entities listed in footnotes 1 through 6, 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. 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.
- (9) Blackstone Mezzanine Associates II L.P. is the general partner of Blackstone Mezzanine Partners II L.P. Blackstone Mezzanine Management Associates II L.L.C. is the general partner of Blackstone Mezzanine Associates II L.P. BMP Side-by-Side GP II L.L.C. is the general partner of Blackstone Mezzanine Holdings II L.P. Blackstone Holdings II L.P. is the managing member of Blackstone Mezzanine Management Associates II L.L.C. and the sole member of BMP Side-by-Side GP II L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings II L.P.
- The sole member of Blackstone Holdings III GP Management L.L.C. and the sole shareholder of Blackstone Holdings I/II GP Inc. 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.
- (10) Blackstone Holdings III GP Management L.L.C. and the sole shareholder of Blackstone Holdings I/II GP Inc. 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.
- (11) Blackstone Holdings III GP Management L.L.C. and the sole shareholder of Blackstone Holdings I/II GP Inc. 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.
- (12) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- (13) 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.
- (14)

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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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