

Performance Food Group Co
 Form 3
 October 01, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Blackstone Holdings II L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P.,Â 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10154</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Performance Food Group Co [PFGC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 51,785,552 | I | See Footnotes <u>(1)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 8,295,439 | I | See Footnotes <u>(2)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 657,467 | I | See Footnotes <u>(3)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 132,346 | I | See Footnotes <u>(4)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 809,420 | I | See Footnotes <u>(5)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 646,998 | I | See Footnotes <u>(6)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 15,570 | I | See Footnotes <u>(7)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |

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

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

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

Â Â X Â Â

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 10/01/2015

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley,
 Title: Chief Legal Officer 10/01/2015

__Signature of Reporting Person Date

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 10/01/2015

__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 10/01/2015

__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 10/01/2015

__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 10/01/2015

__Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G.
 Finley, Title: Chief Legal Officer 10/01/2015

__Signature of Reporting Person Date

/s/ Stephen A. Schwarzman 10/01/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects securities of the issuer held directly by Blackstone Capital Partners V L.P.
- (2) Reflects securities of the issuer held directly by Blackstone Capital Partners V - AC L.P.
- (3) Reflects securities of the issuer held directly by Blackstone Family Investment Partnership V L.P.
- (4) Reflects securities of the issuer held directly by Blackstone Participation Partnership V L.P.
- (5) Reflects securities of the issuer held directly by Blackstone Family Investment Partnership V-SMD L.P.
- (6) Reflects securities of the issuer held directly by Blackstone Mezzanine Partners II L.P.
- (7) 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").

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- (8) 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.
- (10) 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.
- (11) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.
- (12) 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.
- (13) 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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