ARAMARK Holdings Corp Form 4

December 13, 2013

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

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Form 5 obligations may continue.

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

See Instruction

(Middle)

(Zip)

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MEHRA SANJEEV K

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ARAMARK Holdings Corp

3. Date of Earliest Transaction

[ARMK]

X_ Director 10% Owner

Officer (give title

(Check all applicable)

(Month/Day/Year) 12/11/2013

C/O GOLDMAN, SACHS & CO., 200 WEST STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

NEW YORK, NY 10282

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned **Following** (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

Other (specify

Reported (A) Transaction(s) or (Instr. 3 and 4)

Price Code V Amount (D)

Common

per share

Stock, par 12/11/2013 value \$0.01

1,250 (2)

\$0 42,401,250 See footnotes (1) (2) (3) (4)

SEC 1474

(9-02)

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

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	on Date, if TransactionNumber Expiration Date Code of (Month/Day/Year)		Expiration Date Amou		int of	Derivative	J	
Security	or Exercise		any			Year)	Underlying		Security	,	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities		(Instr. 5)]
	Derivative			Securities Acquired			(Instr		3 and 4)		(
	Security										J
	-				(A) or						J
					Disposed						-
				of (D) (Instr. 3,							(
					4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration	Title	or Number		
								of			
				C-1- 1	7 (A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

X

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact

12/13/2013

**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) The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group").
 - The 1,250 shares of common stock, par value \$0.01 per share ("Common Stock") of Aramark Holdings Corporation (the "Company") represent restricted stock units (the "Restricted Shares") and were granted to the Reporting Person, a managing director of Goldman Sachs, in his capacity as a director of the Company, pursuant to the ARAMARK Holdings Corporation 2013 Stock Incentive Plan (the
- (2) Sachs, in his capacity as a director of the Company, pursuant to the ARAMARK Holdings Corporation 2013 Stock Incentive Plan (the "Plan"). The Restricted Shares shall vest one year from the grant date of December 11, 2013. The Restricted Shares will be settled in shares of Common Stock six months following the director's departure from the board. The Reporting Person has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
 - GS Group may be deemed to beneficially own 1,250 shares of Common Stock pursuant to the Plan, consisting of the Restricted Shares granted to Mr. Mehra in his capacity as a director of the Company. Goldman Sachs and GS Group may be deemed to beneficially own
- (3) indirectly, in the aggregate, 42,400,000 shares of Common Stock by reason of the direct beneficial ownership of such shares by certain investment partnerships (the "Funds") because affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the Funds. Goldman Sachs is the investment manager of certain of the Funds.
- (4) Each of the Reporting Person, Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person or

Reporting Owners 2

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entity, as applicable, is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.