

ARAMARK Holdings Corp
Form 4
December 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
ARAMARK Holdings Corp
[ARMK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2013

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

NEW YORK, NY 10282

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

(City) (State) (Zip)

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, par value \$0.01 per share	12/17/2013		S		2,534,328 (2) (3)	D	\$ 18.9 (2)
					39,866,922	I	

See footnotes (1) (2) (3) (4) (5) (6) (7)

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

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V GMBH & CO. KG 200 WEST STREET NEW YORK, NY 10282		X		
GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		

GS ADVISORS V, L.L.C.
 200 WEST STREET X
 NEW YORK, NY 10282

GOLDMAN, SACHS MANAGEMENT GP GMBH
 200 WEST STREET X
 NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
 Attorney-in-fact 12/19/2013

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
 Attorney-in-fact 12/19/2013

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 Attorney-in-fact 12/19/2013

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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)

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This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP V Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP V Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors V"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Capital Partners V Fund, L.P. ("GS Capital V"), GS Capital Partners V GmbH & Co. KG ("GS Germany V"), GS Capital Partners V Institutional, L.P. ("GS V Institutional"), GS Capital Partners V Offshore Fund, L.P. ("GS V Offshore," and, together with GS Capital V, GS Germany V and GS V Institutional, the "Funds"). GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH and the Funds are defined collectively, as the "Reporting Persons".

- (2) In connection with the initial public offering (the "Offering") of common stock, par value \$0.01 per share (the "Common Stock") of Aramark Holdings Corporation (the "Company") by the Company and certain selling stockholders pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated December 11, 2013, the Funds, as selling stockholders, sold 1,444,364 shares of Common Stock of the Company at \$18.90 per share, which represents the \$20.00 Offering price per share of Common Stock, less the underwriting discount of \$1.10 per share of Common Stock. The Offering closed on December 17, 2013.

- (3) Pursuant to the Underwriting Agreement and in connection with the Offering, the underwriters exercised their option ("Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholders. Goldman Sachs is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed concurrently with the Offering on December 17, 2013. The Funds sold an additional 1,089,964 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

- (4) GS Group may be deemed to beneficially own 1,250 shares of Common Stock, representing restricted stock units (the "Restricted Shares") which were granted to Sanjeev K. Mehra, 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 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.

- (5) As of December 17, 2013, as a result of the Offering and the exercise of the Over-Allotment Option, Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 39,865,672 shares of Common Stock by reason of the direct beneficial ownership of such shares by 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.

- (6) As of December 17, 2013, as a result of the Offering and the exercise of the Over-Allotment Option, GS Capital V may be deemed to beneficially own directly 20,991,668 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GSCP V Advisors. GS V Offshore may be deemed to beneficially own directly 10,843,424 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GSCP V Offshore Advisors. GS V Institutional may be deemed to beneficially own directly 7,198,345 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GS Advisors V. GS Germany V may be deemed to beneficially own directly 832,235 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GS GmbH.

- (7) Each of the Reporting Persons and Mr. Mehra disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such entity or individual, 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.

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