Aramark Form 4 June 06, 2014

# 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

(Print or Type Responses)

(Last)

(City)

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

> (First) (Middle)

C/O GOLDMAN, SACHS &

CO., 200 WEST STREET

(Street)

(State)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol Aramark [ARMK]

3. Date of Earliest Transaction

(Month/Day/Year) 06/04/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10282

			Table 1 1101 2011 and 0 Securities required, 2 13 posed of, of 2 chemically 6 when							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A) or			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionDisposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially Owned	Form:	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Following Reported	Direct (D)	Ownership	
					(4)		Transaction(s)	or Indirect	(Instr. 4)	
					(A)		(Instr. 3 and 4)	(I)		
			Code V	A 4	or (D)	Price		(Instr. 4)		
			Code v	Amount	(D)	Price				
Common										

Common Stock, par

value 06/04/2014

\$0.01 per share

5,039,422 S D (2)(3)

\$ 24.5438

34,832,518.2193 I

See **Footnotes** (1) (2) (3) (4) (5)(6)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

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

# **Signatures**

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

06/06/2014

\*\*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).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned **(1)** subsidiary of The Goldman Sachs Group, Inc. ("GS Group").
  - In connection with the public offering (the "Offering") of common stock, par value \$0.01 per share (the "Common Stock") of Aramark (the "Company") by certain selling stockholders pursuant to an underwriting agreement (the "Underwriting Agreement") and final
- prospectus supplement, each dated May 29, 2014, certain investment partnerships (the "Funds"), as selling stockholders, sold 4,330,683 shares of Common Stock of the Company at \$24.54375 per share, which represents the \$25.50 Offering price per share of Common Stock, less the underwriting discount of \$0.95625 per share of Common Stock. The Offering closed on June 4, 2014.
  - Pursuant to the Underwriting Agreement and in connection with the Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholders. Goldman Sachs is one of
- (3) several underwriters under the Underwriting Agreement. The Over-Allotment Option closed concurrently with the Offering on June 4, 2014. The Funds sold an additional 708,739 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.
- (4) GS Group may be deemed to beneficially own 6,268.2193 shares of Common Stock pursuant to the ARAMARK Holdings Corporation 2013 Stock Incentive Plan (the "Plan"), consisting of 6,252 deferred stock units ("Deferred Shares") granted to the Reporting Person, and 16.2193 dividend equivalent rights accrued to the Reporting Person, each in his capacity as a director of the Company and pursuant to the

Reporting Owners 2

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Plan. The dividend equivalent rights accrued in connection with a quarterly cash dividend on Common Stock paid by the Company on the Deferred Shares that were granted to the Reporting Person. The Deferred Shares vest one year from the grant date. The dividend equivalent rights vest on the same schedules as the underlying Deferred Shares. The Deferred Shares, if vested, 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.

- As of June 4, 2014, 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, 34,826,250 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.
- 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 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.