

Aramark
Form 4
December 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
Aramark [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)
12/16-05:00/2014

____ Director _____ 10% Owner
____ Officer (give title below) _____ 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
X 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 12/16-05:00/2014 | | A | | 18.7403 (2) | A | \$ 0 34,832,572.0527 |
| | | | | | | I | See footnotes (1) (2) (3) (4) |

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

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SEC 1474 (9-02)

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

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

GOLDMAN SACHS & CO
200 WEST STREET
NEW YORK, NY 10282

Signatures

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

12/18-05:00/2014

__Signature of Reporting Person

Date

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

12/18-05:00/2014

__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).

- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs," and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

The 18.7403 shares of common stock, par value \$0.01 per share ("Common Stock") of Aramark (the "Company") represent dividend equivalent rights in connection with a quarterly cash dividend on Common Stock paid by the Company, and accrued to Sanjeev K. Mehra, a managing director of Goldman Sachs, on deferred stock units (the "Deferred Shares") that were granted to Mr. Mehra in his

- (2) capacity as a director of the Company, pursuant to the ARAMARK Holdings Corporation 2013 Stock Incentive Plan (the "Plan"). These 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. Mr. Mehra has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (3) GS Group may be deemed to beneficially own 6,322.0527 shares of Common Stock pursuant to the Plan, consisting of 6,252 Deferred Shares and 70.0527 dividend equivalent rights to Deferred Shares, granted to Mr. Mehra in his capacity as a director of the Company.

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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 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 Persons and Mr. Mehra disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Persons 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. 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.