

ARAMARK Holdings Corp
Form 4
February 06, 2014

FORM 4

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

OMB APPROVAL

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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 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)
02/04-05:00/2014

____ 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
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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share	02/04-05:00/2014		A	5,002 (2) A \$ 0	39,871,924	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

02/06-05:00/2014

__Signature of Reporting Person

Date

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

02/06-05:00/2014

__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 5,002 shares of common stock, par value \$0.01 per share ("Common Stock"), of ARAMARK Holdings Corporation (the "Company") represent deferred stock units (the "Deferred Shares") and 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 "Plan"). The Deferred Shares shall vest one year from the grant date of February 4, 2014. The Deferred Shares 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.
 - (2) The 5,002 shares of common stock, par value \$0.01 per share ("Common Stock"), of ARAMARK Holdings Corporation (the "Company") represent deferred stock units (the "Deferred Shares") and 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 "Plan"). The Deferred Shares shall vest one year from the grant date of February 4, 2014. The Deferred Shares 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 6,252 shares of Common Stock pursuant to the Plan, consisting of Deferred 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 indirectly, in the aggregate, 39,865,672 shares of Common Stock by reason of the direct beneficial ownership of such shares

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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 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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