

Aramark
Form 4
February 25, 2015

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

OMB APPROVAL

OMB
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(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)
02/23-05:00/2015

____ 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
____ ☒ 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)
Common Stock, par value \$0.01 per share	02/23-05:00/2015		S	7,211,730 (2)	\$ 29.88 (2)	19,331,259.0527 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
information contained in this form are not
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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 Repor 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	
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282	
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282	
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282	
GS CAPITAL PARTNERS V GMBH & CO. KG 200 WEST STREET NEW YORK, NY 10282	
GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282	
GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282	
GS ADVISORS V, L.L.C. 200 WEST STREET	

NEW YORK, NY 10282

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

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 02/25-05:00/2015

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 02/25-05:00/2015

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Attorney-in-fact 02/25-05:00/2015

__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"), 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

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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 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 February 17, 2015, the Funds, as selling stockholders, sold 7,211,730 shares of Common Stock of the Company at \$29.88 per share.

- (3) GS Group may be deemed to beneficially own 10,229.0527 shares of Common Stock pursuant to the ARAMARK Holdings Corporation 2013 Stock Incentive Plan (the "Plan"), consisting of 10,159 deferred stock units (the "Deferred Shares") granted to the Sanjeev K. Mehra, a managing director of Goldman Sachs, and 70.0527 dividend equivalent rights to Deferred Shares accrued to Mr. Mehra, each in his capacity as a director of the Company and pursuant to the Plan. The dividend equivalent rights vest on the same schedules as the underlying Deferred Shares. The Deferred Shares will vest on the day prior to the first annual stockholders' meeting of the Company occurring after the grant date, subject to continued service, and, if vested, will be settled in shares of Common Stock on the first day of the seventh month after the date of the Mr. Mehra'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.

- (4) As of February 23, 2015, as a result of the Offering, Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 19,321,030 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.

- (5) As of February 23, 2015, as a result of the Offering, GS Capital V may be deemed to beneficially own directly 10,173,682 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 5,255,301 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 3,488,702 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 403,345 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GS GmbH.

- (6) 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.

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