

ARAMARK Holdings Corp
Form 4
January 02, 2014

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 *
NEUBAUER JOSEPH

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2013

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

C/O ARAMARK HOLDINGS CORPORATION, 1101 MARKET STREET

(Street)

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

PHILADELPHIA, PA 19107

(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 or Price		
Common Stock	12/30/2013		M		53,437 A \$ 5.44	17,576,883	D
Common Stock	12/30/2013		M		17,812 A \$ 9.74	17,594,695	D
Common Stock	12/30/2013		M		50,000 A \$ 9.48	17,644,695	D
Common Stock	12/30/2013		M		25,000 A \$ 11.63	17,669,695	D
	12/30/2013		M		20,000 A	17,689,695	D

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Common Stock	\$						
	11.63						
Common Stock		515,000	I			See footnote (1)	

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 5.44	12/30/2013		M	53,437	(2) 02/27/2017	Common Stock	53,437	
Stock Option (Right to Buy)	\$ 9.74	12/30/2013		M	17,812	(3) 03/05/2018	Common Stock	17,812	
Stock Option (Right to Buy)	\$ 9.48	12/30/2013		M	50,000	(4) 03/02/2020	Common Stock	50,000	
Stock Option (Right to Buy)	\$ 11.63	12/30/2013		M	25,000	(5) 06/22/2021	Common Stock	25,000	
Installment Stock Purchase Opportunity	\$ 11.63	12/30/2013		M	20,000	(6) (7)	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEUBAUER JOSEPH C/O ARAMARK HOLDINGS CORPORATION 1101 MARKET STREET PHILADELPHIA, PA 19107	X			

Signatures

/s/ Megan Timmins, as Attorney-in-fact	12/31/2013
**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) These shares are held by a limited partnership for which Joseph Neubauer serves as general partner. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

53,437 of these stock options vested as a result of the Issuer's initial public offering price of \$20 per share. The remaining 53,437 are eligible to vest either (i) upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering or (ii) subject to the Issuer meeting specified performance targets in connection with certain liquidity events.
- (2) 17,812 of these stock options vested as a result of the Issuer's initial public offering price of \$20 per share. The remaining 17,812 are eligible to vest either (i) upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering or (ii) subject to the Issuer meeting specified performance targets in connection with certain liquidity events.
- (3) 50,000 of these stock options vested as a result of the Issuer's initial public offering price of \$20 per share. 100,000 of these stock options will vest on March 2, 2014. The remaining 50,000 are eligible to vest either (i) upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering or (ii) subject to the Issuer meeting specified performance targets in connection with certain liquidity events.
- (4) 25,000 of these stock options vested as a result of the Issuer's initial public offering price of \$20 per share. 100,000 of these stock options will vest on June 22, 2014, and 50,000 will vest on June 22, 2015. The remaining 25,000 are eligible to vest either (i) upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering or (ii) subject to the Issuer meeting specified performance targets in connection with certain liquidity events. An additional 50,000 unvested stock options which remain subject to future EBIT and liquidity-event performance-based vesting conditions are not included in the table above.
- (5) Represents 60,000 installment stock purchase opportunities, of which 20,000 vested on December 15, 2013, 20,000 will vest on December 15, 2014 and 20,000 will vest on December 15, 2015.
- (6) Each vested installment expires one month after its vesting date.

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.