

Aramark
Form 4
February 05, 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

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Aramark [ARMK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/03-05:00/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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) (A) or (D) | 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 | 02/03-05:00/2015 | | A | 3,907 (2) | A \$ 0 26,542,989.0527 | I | See footnotes (1) (2) (3) (4) |

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
required to respond unless the form
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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 | |

Signatures

| | |
|---|------------------|
| /s/ Kevin P. Treanor, Attorney-in-fact | 02/05-05:00/2015 |
| <u> </u> **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 02/05-05:00/2015 |
| <u> </u> **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 3,907 shares of common stock, par value \$0.01 per share ("Common Stock") of Aramark (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 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 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.
- (2)
- (3) GS Group may be deemed to beneficially own 10,229.0527 shares of Common Stock pursuant to the Plan, consisting of 10,159 Deferred Shares granted to Mr. Mehra, 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. Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the

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aggregate, 26,532,760 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.

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