

ARAMARK Holdings Corp
Form 4
December 18, 2013

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 *
Warburg Pincus Private Equity IX, L.P.

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)
12/17/2013

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

C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

(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

NEW YORK, NY 10017

(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	12/17/2013		S	V	2,588,123 (1) (2)	D	
					\$ 18.9 (3)		
					40,711,877 (1) (2)	D	(1) (2)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus IX LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017			X	
KAYE CHARLES R C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017			X	
Landy Joseph P. C/O WARBURG PINCUS & CO.			X	

450 LEXINGTON AVENUE
NEW YORK, NY 10017

Signatures

WARBURG PINCUS PRIVATE EQUITY IX, L.P., By: Warburg Pincus IX LLC, its General Partner, By: Warburg Pincus Partners LLC, its Sole Member, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Attorney-in-Fact*	12/18/2013
__Signature of Reporting Person	Date
WARBURG PINCUS IX LLC, By: Warburg Pincus Partners LLC, its Sole Member, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Attorney-in-Fact*	12/18/2013
__Signature of Reporting Person	Date
WARBURG PINCUS PARTNERS LLC, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Attorney-in-Fact*	12/18/2013
__Signature of Reporting Person	Date
WARBURG PINCUS & CO., By: /s/ Robert B. Knauss, Attorney-in-Fact*	12/18/2013
__Signature of Reporting Person	Date
WARBURG PINCUS LLC, By: /s/ Robert B. Knauss, Managing Director	12/18/2013
__Signature of Reporting Person	Date
CHARLES R. KAYE, By: /s/ Robert B. Knauss, Attorney-in-Fact*	12/18/2013
__Signature of Reporting Person	Date
JOSEPH P. LANDY, By: /s/ Robert B. Knauss, Attorney-in-Fact*	12/18/2013
__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) Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX") is the direct record owner of the securities reported herein. Warburg Pincus IX LLC, a New York limited liability company ("WP IX LLC"), is the general partner of WP IX. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP IX LLC. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of WP IX. Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and Co-Chief Executive Officers and Managing Members of WP LLC and may be deemed to control the Warburg Pincus Reporting Persons (as defined below). Each of Messrs. Kaye and Landy, together with WP IX, WP IX LLC, WP Partners, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Reporting Persons."
- (2) Each Warburg Pincus Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock of the Issuer, except to the extent of its pecuniary interest in such shares of Common Stock. Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, WP IX, WP IX LLC, WP Partners and WP may be deemed directors-by-deputization. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.
- (3) This amount represents the \$20.00 initial public offering price per share of Common Stock less the underwriting discount of \$1.10 per share pursuant to that certain Underwriting Agreement, dated as of December 11, 2013, by and among the Issuer, the representatives of the underwriters identified therein and WP IX and the other selling stockholders identified therein.

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Remarks:

* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S.

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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