

Aramark
Form 4
May 29, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 [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)
05/27-04:00/2015

___ 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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	05/27-04:00/2015		S		5,000,000 (2)	D	\$ 31.47 (2)
					8,735,978.1731	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 required to respond unless the form displays a currently valid OMB control number.

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

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/ Yvette Kasic, 05/29-04:00/2015
 Attorney-in-fact

__Signature of Reporting Person Date

/s/ Yvette Kasic, 05/29-04:00/2015
 Attorney-in-fact

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/s/ Yvette Kasic, 05/29-04:00/2015
 Attorney-in-fact

__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 May 21, 2015, the Funds, as selling stockholders, sold 5,000,000 shares of Common Stock of the Company at \$31.47 per share.

- (3) GS Group may be deemed to beneficially own 10,256,173 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 97,173 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 May 27, 2015, Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 8,725,722 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 May 27, 2015, GS Capital V may be deemed to beneficially own directly 4,594,616 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 2,373,388 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 1,575,560 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 182,158 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. 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.