

GS Capital Partners VI Parallel LP
Form 4
January 25, 2018

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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
AMERICOLD REALTY TRUST
[COLD]

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)
01/19/2018

____ Director
____ Officer (give title below)
 10% Owner
____ 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 | (A) or (D) | Price | | | |
| Common Shares | 01/19/2018 | | P | | 125,000 ⁽³⁾ | A | \$ 17.4 ₍₄₎ | 125,000 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> |
| Common Shares | 01/23/2018 | | C | | 28,808,224 | A | <u>(5)</u> | 28,933,224 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> |
| Common Shares | 01/23/2018 | | S | | 5,163,716 _{(6) (7)} | D | <u>(6)</u> | 23,769,508 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> |

(8) (9) (10)
(11)

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

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 5.0% Series B Cumulative Convertible Voting Preferred Shares | (5) | 01/23/2018 | | C | 325,000 | (5) (5) | | Common Shares | 28,808,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282 | | X | | See footnotes (1), (2) and (3) |
| | | X | | |

GSCP VI Offshore IceCap Investment, L.P.
 200 WEST STREET
 NEW YORK, NY 10282

GS Capital Partners VI Fund, L.P. X
 200 WEST STREET
 NEW YORK, NY 10282

GS Capital Partners VI GmbH & Co KG X
 200 WEST STREET
 NEW YORK, NY 10282

GSCP VI GmbH IceCap Investment, L.P. X
 200 WEST STREET
 NEW YORK, NY 10282

Opportunity Partners Offshore-B Co-Invest AIV, L.P. X
 200 WEST STREET
 NEW YORK, NY 10282

IceCap2 Holdings, L.P. X
 200 WEST STREET
 NEW YORK, NY 10282

Signatures

/s/ Yvette Kusic, 01/25/2018
 Attorney-in-fact

__Signature of Reporting Person Date

/s/ Yvette Kusic, 01/25/2018
 Attorney-in-fact

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owned indirectly by GS Germany and indirectly by GS Germany's general partner, GS GmbH. (continued in Footnote 10)

- (10) IceCap2 Holdings beneficially owns directly 5,456,426, which may be deemed to be beneficially owned indirectly by Opportunity Partners and indirectly by Opportunity Partner's general partner, Opportunity Advisors.

- (11) The Reporting Persons disclaim beneficial ownership of all Common Shares in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity 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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