

ARAMARK Holdings Corp
Form 4
March 13, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURRAY STEPHEN

(Last) (First) (Middle)

**C/O CCMP CAPITAL, LLC, 245
PARK AVENUE, 16TH FL**

(Street)

NEW YORK, NY 10167

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ARAMARK Holdings Corp
[ARMK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2014

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
☐ 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 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	03/11/2014		A	16.2193 (5)	A \$ 0 6,268.2193	D	
Common Stock					19,932,836	I	See Footnotes (1) (2)
Common Stock					19,932,836	I	See Footnotes (3) (4)

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

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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)

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
MURRAY STEPHEN C/O CCMP CAPITAL, LLC 245 PARK AVENUE, 16TH FL NEW YORK, NY 10167	X

Signatures

/s/ Richard G. Jansen,
Attorney-in-fact
03/13/2014

__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).

- The amount shown represents the beneficial ownership of the Issuer's common stock by (i) CCMP Capital Investors II, L.P. ("CCMP Capital Investors"), (ii) CCMP Capital Investors (Cayman) II, L.P. ("CCMP Cayman" and together with CCMP Capital Investors, the "CCMP Capital Funds"), (iii) CCMP Capital Associates, L.P. ("CCMP Capital Associates"), the general partner of the CCMP Capital Funds, (iv) CCMP Capital Associates GP, LLC ("CCMP Capital Associates GP"), the general partner of CCMP Capital Associates, and (v) CCMP Capital, LLC ("CCMP Capital"), the owner of CCMP Capital Associates GP.
- (1) Mr. Murray is a limited partner of CCMP Capital Associates and an investor in the CCMP Capital Funds. The actual pro rata portion of beneficial ownership of any shares that may be deemed attributable to Mr. Murray is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCMP Capital Associates and the CCMP Capital

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Funds. Mr. Murray disclaims beneficial ownership of all of the listed securities to the extent it exceeds his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Exchange Act or otherwise.

- (3) The amount shown represents the beneficial ownership of the Issuer's securities by (i) J.P. Morgan Partners (BHCA), L.P. ("JPMP BHCA"), (ii) J.P. Morgan Partners Global Investors, L.P. ("J.P.Morgan Global"), (iii) J.P. Morgan Partners Global Investors A, L.P. ("JPMP Global A"), (iv) J.P. Morgan Partners Global Investors (Cayman), L.P. ("JPMP Cayman"), (v) J.P. Morgan Partners Global Investors (Cayman) II, L.P. ("JPMP Cayman II"), (vi) J.P. Morgan Partners Global Investors (Selldown), L.P. ("JPMP Selldown") and (vii) J.P. Morgan Partners Global Investors (Selldown) II, L.P. ("JPMP Selldown II", and together with JPMP BHCA, J.P. Morgan Global, JPMP Global A, JPMP Cayman, JPMP Cayman II, JPMP Selldown and JPMP Selldown II, the "Global Funds").

- (4) Mr. Murray is a limited partner of JPMP Master Fund Manager, L.P. ("JPMP MFM"). JPMP MFM is the general partner of JPMP BHCA and a limited partner of JPMP Global Investors, L.P. ("JPMP Global Investors"), the general partner of the Global Funds. The actual pro rata portion of beneficial ownership of any shares that may be deemed attributable to Mr. Murray is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPMP BHCA, JPMP MFM and the Global Funds. Mr. Murray disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Exchange Act or otherwise.

- (5) The 16,2193 units represent dividend equivalent rights and were granted to Mr. Murray in his capacity as a director of the Issuer. The dividend equivalent rights were granted in connection with the Issuer's quarterly dividend and accrued to Mr. Murray on the underlying deferred stock units held by Mr. Murray. These dividend equivalent rights vest on the same schedules as the underlying awards. CCMP Capital beneficially owns such shares indirectly as a result of contractual arrangements among Mr. Murray, the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital. Mr. Murray disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest therein and the inclusion of the securities in this report shall not be deemed to be an admission of beneficial ownership of the reported securities for the purposes of Section 16 of the Exchange Act or otherwise.

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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