

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

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

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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

(City) (State) (Zip)

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

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 (1) (2) (3) (4) (8) (9) (10) (11)
Common Shares	01/23/2018		C		28,808,224	A	<u>(5)</u>	28,933,224	I	See Footnotes (1) (2) (5) (8) (9) (10) (11)
Common Shares	01/23/2018		S		5,163,716 _{(6) (7)}	D	<u>(6)</u>	23,769,508	I	See Footnotes (1) (2) (6) (7)

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
5.0% Series B Cumulative Convertible Voting Preferred Shares	<u>(5)</u>	01/23/2018		C	325,000	<u>(5)</u>	<u>(5)</u>	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.
 200 WEST STREET X
 NEW YORK, NY 10282

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

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

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

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

Signatures

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

__Signature of Reporting Person Date

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

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 Attorney-in-fact 01/25/2018

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

__Signature of Reporting Person Date
 /s/ Yvette Kosic, 01/25/2018
 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. LLC ("Goldman Sachs"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Fund, L.P. ("GS Cap Partners VI"), GS Capital Partners VI GmbH & CO. KG ("GS Germany"), Opportunity Partners Offshore-B Co-Invest AIV, L.P. ("Opportunity Partners" and, together with GS Parallel, GS Offshore, GS Cap Partners VI and GS Germany, the "GS Funds"), GSCP VI Offshore IceCap Investment, L.P. ("GSCP Offshore IceCap Investment"), GSCP VI GmbH IceCap Investment, L.P. ("GSCP GmbH IceCap Investment"), IceCap2 Holdings, L.P. ("IceCap2 Holdings" and, together with GS Parallel, GSCP Offshore IceCap Investment, GS Cap Partners VI and GSCP GmbH IceCap Investment, the "GS Investors"), GS Advisors VI, L.L.C. ("GS Advisors VI"), (continued in Footnote 2)

(2) Goldman, Sachs Management GP GmbH ("GS GmbH"), GSCP VI Advisors, L.L.C. ("GSCP VI Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP VI Offshore Advisors") and Opportunity Partners Offshore-B Co-Invest AIV Advisors, Ltd. ("Opportunity Advisors" and, together with GS Group, Goldman Sachs, the GS Funds, GSCP Offshore IceCap Investment, GSCP GmbH IceCap Investment, IceCap2 Holdings, GS Advisors VI, GS GmbH, GSCP VI Advisors and GSCP VI Offshore Advisors, the "Reporting Persons").

(3) On January 19, 2018, 125,000 of the common shares, par value \$0.01 per share (the "Common Shares"), of Americold Realty Trust (the "Company") reported herein as indirectly purchased (the "Purchase") were beneficially owned directly by Goldman Sachs and indirectly by GS Group.

(4) Reflects a weighted average purchase price of \$17.40 per share, at prices ranging from \$17.14 to \$17.50 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Company, or a security holder of the Company, full information regarding the number of shares purchased at each separate price.

(5) On January 23, 2018, in connection with the consummation of the initial public offering (the "IPO") of the Company, all of the 325,000 5.00% Series B Cumulative Convertible Voting Preferred Shares (the "Series B Preferred Shares") of the Company held by the GS Investors were converted (the "Conversion") into an aggregate of 28,808,224 Common Shares of the Company and the payment of cash in lieu of fractional shares.

(6) In connection with the IPO, pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus, each dated January 18, 2018, the GS Investors as selling shareholders, sold 4,490,188 Common Shares at \$14.904 per share, which represents the \$16.00 IPO price per Common Share, less the underwriting discount of \$1.096 per Common Share. The IPO closed on January 23, 2018.

(7) In connection with the IPO and pursuant to the Underwriting Agreement, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional Common Shares from the selling shareholders. The Over-Allotment Option closed simultaneously with the IPO on January 23, 2018. The GS Investors sold an additional 673,528 Common Shares pursuant to the underwriters' exercise of the Over-Allotment Option.

(8) As of January 23, 2018, as a result of the Purchase, Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 125,000 Common Shares, and as a result of the Conversion, the IPO, and the Over-Allotment Option, both Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 23,644,508 Common Shares owned by the GS Investors because affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing general partner, managing partner, managing member or member of each of the GS Investors. Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Investors.

(9) As of January 23, 2018, as a result of the Conversion, the IPO and the Over-Allotment Option, GS Parallel beneficially owns directly 2,334,622 Common Shares, which may be deemed to be beneficially owned indirectly by GS Parallel's general partner, GS Advisors VI. GSCP Offshore IceCap Investment beneficially owns directly 7,061,705, which may be deemed to be beneficially owned indirectly by GS Offshore and indirectly by GS Offshore's general partner, GSCP VI Offshore Advisors. GS Cap Partners VI beneficially owns directly 8,489,979 Common Shares, which may be deemed to be beneficially owned indirectly by GS Cap Partners VI's general partner, GSCP VI Advisors. GSCP GmbH IceCap Investment beneficially owns directly 301,776, which may be deemed to be beneficially

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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. 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.