

ARAMARK Holdings Corp
Form 4
March 13, 2014

FORM 4

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

OMB APPROVAL

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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 *
ABBRECHT TODD M

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)

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

C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR

03/11/2014

(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

BOSTON, MA 02110

(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	03/11/2014		A	V Amount 16,2193 (1)	(A) or (D) Price \$ 0	6,268,2193	D (1)
Common Stock					39,865,672	I (2) (3)	See footnotes (2) (3)

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

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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 Beneficially Owned (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

ABBRECHT TODD M
C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

X

Signatures

/s/ Todd M. Abbrecht 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).

(1) Represents dividend equivalent rights in connection with the Issuer's quarterly dividend and accrued to the reporting person on deferred stock units held by the reporting person. These dividend equivalent rights vest on the same schedules as the underlying awards. Pursuant to the operative agreements for Thomas H. Lee Equity Fund VI, L.P. ("THL Equity VI"), Thomas H. Lee Parallel Fund VI, L.P. ("Parallel Fund VI"), Thomas H. Lee Parallel (DT) Fund VI, L.P. ("DT Fund VI"; together with THL Equity VI and Parallel Fund VI, "THL Funds"), any securities issued to persons serving as directors of portfolio companies of the THL Funds, such as the Issuer, are to be held for the benefit of the THL Funds.

(2) The shares of the Issuer reported are owned beneficially by Thomas H. Lee Advisors, LLC ("THL Advisors"), Thomas H. Lee Equity Fund VI, L.P. ("THL Equity VI"), Thomas H. Lee Parallel Fund VI, L.P. ("Parallel Fund VI"), Thomas H. Lee Parallel (DT) Fund VI, L.P. ("DT Fund VI"), THL Equity Fund VI Investors (Aramark), LLC ("THL Aramark"), THL Coinvestment Partners, L.P. ("THL Coinvestment"; together with THL Equity VI, Parallel Fund VI, DT Fund VI and THL Aramark the "THL Funds") as well as Putnam Investment Holdings, LLC ("Putnam") and Putnam Investments Employees' Securities Company III, LLC ("Putnam III").

(3)

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(Continuation of Footnote 2) - The Reporting Person is a Managing Director of Thomas H. Lee Advisors LLC ("THL Advisors"), which is the general partner of Thomas H. Lee Partners, L.P. ("THL Partners"). THL Partners is the managing member of THL Equity Advisors VI, LLC, which in turn is the general partner of THL Equity VI, Parallel Fund VI, DT Fund VI and THL Aramark. THL Partners is also the general partner of THL Coinvestment. THL Advisors is attorney-in-fact of Putnam Investments, LLC, which is the managing member of Putnam, which in turn is the managing member of Putnam III. Therefore, the Reporting Person may be deemed to beneficially own the shares of the Issuer owned directly by each of the THL Funds, Putnam and Putnam III. The Reporting Person disclaims beneficial ownership of all such shares of the Issuer, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for the purposes of Section 16 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.