

ARAMARK Holdings Corp
Form 3
December 11, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â MCKEE LYNN</p> <p>(Last) (First) (Middle)</p> <p>C/O ARAMARK HOLDINGS CORPORATION,Â 1101 MARKET STREET</p> <p>(Street)</p> <p>PHILADELPHIA,Â PAÂ 19107</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/11/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ARAMARK Holdings Corp [ARMK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	370,271 ⁽¹⁾	D	Â
Common Stock	100,000	I	See footnote ⁽²⁾
Common Stock	109,747	I	By trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â (3)	01/26/2017	Common Stock	611,876	\$ 5.44	D	Â
Stock Option (Right to Buy)	Â (4)	02/27/2017	Common Stock	300,000	\$ 5.44	D	Â
Stock Option (Right to Buy)	Â (5)	03/05/2018	Common Stock	50,000	\$ 9.74	D	Â
Stock Option (Right to Buy)	Â (6)	03/02/2020	Common Stock	150,000	\$ 9.48	D	Â
Stock Option (Right to Buy)	Â (7)	06/22/2021	Common Stock	218,750	\$ 11.63	D	Â
Stock Option (Right to Buy)	Â (8)	07/31/2021	Common Stock	25,828	\$ 16.21	D	Â
Stock Option (Right to Buy)	Â (9)	07/09/2023	Common Stock	94,518	\$ 16.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKEE LYNN C/O ARAMARK HOLDINGS CORPORATION 1101 MARKET STREET PHILADELPHIA, PA 19107	Â	Â	Â See Remarks	Â

Signatures

/s/ Megan Timmins, as
Attorney-in-fact

12/11/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 30,846 restricted stock units which vest in four equal annual installments on July 9, 2014, 2015, 2016 and 2017, and 10,172 shares of restricted stock which vest in three equal annual installments on December 15, 2013, 2014 and 2015.
- (2) These shares are held by a limited partnership for which Ms. McKee serves as a general partner.
- (3) Represents an initial grant of 611,876 stock options. 152,968 vested on January 26, 2008; 133,847 on January 26, 2009; 103,254 on January 26, 2010; and 76,486 on January 26, 2011. Of 145,321 unvested stock options, 50% are eligible to vest upon the Issuer's

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achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.

- (4) Represents an initial grant of 300,000 stock options. 75,000 vested on January 26, 2008; 65,625 on January 26, 2009; 50,625 on January 26, 2010; and 37,500 on January 26, 2011. Of 71,250 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.

- (5) Represents an initial grant of 50,000 stock options. 10,938 vested on March 5, 2009; 8,438 on March 5, 2010; 6,250 on March 5, 2011; and 12,500 on March 5, 2012. Of 11,874 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.

- (6) Represents an initial grant of 150,000 stock options. 18,750 vested on March 2, 2011; 37,500 vested on March 2, 2012; 18,750 vested on March 2, 2013; and 37,500 will vest on March 2, 2014. Of an additional 37,500 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.

- (7) Represents an initial grant of 250,000 stock options. 62,500 vested on June 22, 2012; 31,250 vested on June 22, 2013; 62,500 will vest on June 22, 2014; and 31,250 will vest on June 22, 2015. Of an additional 31,250 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events. An additional 31,250 unvested stock options which remain subject to future EBIT and liquidity-event performance-based vesting conditions are not included in the table above.

- (8) These options to purchase shares of common stock vest in three equal annual installments on each of December 15, 2013, 2014 and 2015.
- (9) These options to purchase shares of common stock vest in four equal annual installments on each of July 9, 2014, 2015, 2016 and 2017.

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Remarks:

ExecutiveÂ ViceÂ President,Â HumanÂ Resources

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

TheÂ reportingÂ personÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ allÂ indirectlyÂ heldÂ securitiesÂ exceptÂ toÂ theÂ extent

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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