Edgar Filing: ARAMARK Holdings Corp - Form 4

ARAMARK Form 4	K Holdings Corp									
January 02,	2014									
FORM 4 UNITED STATES SE			CURITIES A	ND FX(THA	NGE C	OMMISSION			
			Washington, D.C. 20549				011111001011	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF C			HANGES IN BENEFICIAL OWNERSHI					Expires: Estimated a	January 31, 2005	
Section 1 Form 4 of Form 5 obligation may con See Instr 1(b).	16. or Filed pur ons tinue. Section 17(e Securit ding Com	ipany	Act of	1935 or Section	burden hour response		
(Print or Type	Responses)									
1. Name and A NEUBAUE	Address of Reporting ER JOSEPH	Issuer Name and Ticker or Trading bol AMARK Holdings Corp				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (I	-	[ARMK] 3. Date of Earliest Transaction				X Director	1007	Owner	
C/O ARAM	IARK HOLDINC	(Mo 35 12/3	nth/Day/Year) 30/2013	ransaction			Officer (give below)		owner specify	
	(Street)	Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PHILADEI	LPHIA, PA 19107	7					Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Table I - Non-I	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code				Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	12/30/2013		М	53,437	А	\$ 5.44	17,576,883	D		
Common Stock	12/30/2013		М	17,812	А	\$ 9.74	17,594,695	D		
Common Stock	12/30/2013		М	50,000	А	\$ 9.48	17,644,695	D		
Common Stock	12/30/2013		М	25,000	А	\$ 11.63	17,669,695	D		
	12/30/2013		М	20.000	А		17.689.695	D		

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Common Stock					\$ 11.63					
Common Stock						5,000	I	See footnote		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.										
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)	Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)		
				Code V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
Stock Option (Right to Buy)	\$ 5.44	12/30/2013		М	53,437	(2)	02/27/2017	Common Stock	53,43	
Stock Option (Right to Buy)	\$ 9.74	12/30/2013		М	17,812	(3)	03/05/2018	Common Stock	17,811	
Stock Option (Right to Buy)	\$ 9.48	12/30/2013		М	50,000	<u>(4)</u>	03/02/2020	Common Stock	50,000	
Stock Option (Right to Buy)	\$ 11.63	12/30/2013		М	25,000	(5)	06/22/2021	Common Stock	25,000	
Installment Stock Purchase Opportunity	\$ 11.63	12/30/2013		М	20,000	<u>(6)</u>	(7)	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address		Relationships					
FB	Director	10% Owner	Officer	Other			
NEUBAUER JOSEPH C/O ARAMARK HOLDINGS CORPORATION 1101 MARKET STREET PHILADELPHIA, PA 19107	X X						
Signatures							
/s/ Megan Timmins, as Attorney-in-fact	/31/2013						
**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) These shares are held by a limited partnership for which Joseph Neubauer serves as general partner. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(2) 53,437 of these stock options vested as a result of the Issuer's initial public offering price of \$20 per share. The remaining 53,437 are eligible to vest either (i) 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 or (ii) subject to the Issuer meeting specified performance targets in connection with certain liquidity events.

(3) 17,812 of these stock options vested as a result of the Issuer's initial public offering price of \$20 per share. The remaining 17,812 are eligible to vest either (i) 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 or (ii) subject to the Issuer meeting specified performance targets in connection with certain liquidity events.

(4) 50,000 of these stock options vested as a result of the Issuer's initial public offering price of \$20 per share. 100,000 of these stock options will vest on March 2, 2014. The remaining 50,000 are eligible to vest either (i) 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 or (ii) subject to the Issuer meeting specified performance targets in connection with certain liquidity events.

25,000 of these stock options vested as a result of the Issuer's initial public offering price of \$20 per share. 100,000 of these stock options will vest on June 22, 2014, and 50,000 will vest on June 22, 2015. The remaining 25,000 are eligible to vest either (i) upon the Issuer's

- (5) 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 or (ii) subject to the Issuer meeting specified performance targets in connection with certain liquidity events. An additional 50,000 unvested stock options which remain subject to future EBIT and liquidity-event performance-based vesting conditions are not included in the table above.
- (6) Represents 60,000 installment stock purchase opportunities, of which 20,000 vested on December 15, 2013, 20,000 will vest on December 15, 2014 and 20,000 will vest on December 15, 2015.
- (7) Each vested installment expires one month after its vesting date.

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.