

Aramark
Form 4
December 19, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
Aramark [ARMK]

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)
12/17-05:00/2014

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

NEW YORK, NY 10282

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	12/17-05:00/2014		S		8,293,490 (2) (3)	D	\$ 27.02 (2)
					26,539,082.0527	I	

See footnotes (1) (2) (3) (4) (5) (6) (7)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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

GOLDMAN SACHS GROUP INC
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN SACHS & CO
200 WEST STREET
NEW YORK, NY 10282

GS CAPITAL PARTNERS V FUND, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS CAPITAL PARTNERS V GMBH & CO. KG
200 WEST STREET
NEW YORK, NY 10282

GSCP V ADVISORS, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

GSCP V OFFSHORE ADVISORS, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

GS ADVISORS V, L.L.C.
200 WEST STREET

NEW YORK, NY 10282

GOLDMAN, SACHS MANAGEMENT GP GMBH
 200 WEST STREET
 NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
 Attorney-in-fact 12/19-05:00/2014

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
 Attorney-in-fact 12/19-05:00/2014

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 Attorney-in-fact 12/19-05:00/2014

__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP V Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP V Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors V"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Capital Partners V Fund, L.P. ("GS Capital V"), GS Capital Partners V GmbH & Co. KG ("GS Germany V"), GS Capital Partners V Institutional, L.P. ("GS V Institutional"), GS Capital

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Partners V Offshore Fund, L.P. ("GS V Offshore," and, together with GS Capital V, GS Germany V and GS V Institutional, the "Funds"). GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH and the Funds are defined collectively, as the "Reporting Persons".

- (2) In connection with the public offering (the "Offering") of common stock, par value \$0.01 per share (the "Common Stock") of Aramark (the "Company") by certain selling stockholders pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated December 11, 2014, the Funds, as selling stockholders, sold 7,211,730 shares of Common Stock of the Company at \$27.02 per share, which represents the \$28.00 Offering price per share of Common Stock, less the underwriting discount of \$0.98 per share of Common Stock. The Offering closed on December 17, 2014.

- (3) Pursuant to the Underwriting Agreement and in connection with the Offering, the underwriters exercised their option ("Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholders. Goldman Sachs is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed concurrently with the Offering on December 17, 2014. The Funds sold an additional 1,081,760 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

- (4) GS Group may be deemed to beneficially own 6,322.0527 shares of Common Stock pursuant to the ARAMARK Holdings Corporation 2013 Stock Incentive Plan (the "Plan"), consisting of 6,252 deferred stock units ("Deferred Shares") granted to Sanjeev K. Mehra, a managing director of Goldman Sachs, and 70.0527 dividend equivalent rights accrued to Mr. Mehra, each in his capacity as a director of the Company and pursuant to the Plan. The dividend equivalent rights accrued in connection with a quarterly cash dividend on Common Stock paid by the Company on the Deferred Shares that were granted to Mr. Mehra. The Deferred Shares vest one year from the grant date. The dividend equivalent rights vest on the same schedules as the underlying Deferred Shares. The Deferred Shares, if vested, will be settled in shares of Common Stock six months following the director's departure from the board. Mr. Mehra has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (5) As of December 17, 2014, as a result of the Offering and the exercise of the Over-Allotment Option, Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 26,532,760 shares of Common Stock by reason of the direct beneficial ownership of such shares by the Funds because affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the Funds. Goldman Sachs is the investment manager of certain of the Funds.

- (6) As of December 17, 2014, as a result of the Offering and the exercise of the Over-Allotment Option, GS Capital V may be deemed to beneficially own directly 13,971,091 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GSCP V Advisors. GS V Offshore may be deemed to beneficially own directly 7,216,884 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GSCP V Offshore Advisors. GS V Institutional may be deemed to beneficially own directly 4,790,888 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GS Advisors V. GS Germany V may be deemed to beneficially own directly 553,897 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GS GmbH.

- (7) Each of the Reporting Persons and Mr. Mehra disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Persons or individual, as applicable, 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.

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