

ARAMARK Holdings Corp

Form 3

December 11, 2013

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â MUNNELLY JOSEPH M

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/11/2013

3. Issuer Name **and** Ticker or Trading Symbol
ARAMARK Holdings Corp [ARMK]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O ARAMARK HOLDINGS
CORPORATION,Â 1101
MARKET STREET

(Street)

PHILADELPHIA,Â PAÂ 19107

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

82,061 ⁽¹⁾

D

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(2)</u>	12/04/2017	Common Stock	60,000	\$ 8.89	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	12/20/2017	Common Stock	74,350	\$ 8.89	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	03/05/2018	Common Stock	18,000	\$ 9.74	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	03/02/2020	Common Stock	85,000	\$ 9.48	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	12/07/2021	Common Stock	37,500	\$ 12.76	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	07/09/2023	Common Stock	23,630	\$ 16.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUNNELLY JOSEPH M 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 7,712 units of restricted stock which vest in four equal annual installments on each of July 9, 2014, 2015, 2016 and 2017.

Represents an initial grant of 60,000 stock options. 13,125 vested on December 4, 2008; 10,125 on December 4, 2009; 7,500 on December 5, 2010; and 15,000 on December 4, 2011. Of 14,250 unvested stock options, 50% are eligible to vest upon the Issuer's

(2) 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.

Represents an initial grant of 74,350 stock options. 16,263 vested on December 20, 2008; 12,546 on December 20, 2009; 9,293 on December 20, 2010; and 18,592 on December 20, 2011. Of 17,656 unvested stock options, 50% are eligible to vest upon the Issuer's

(3) 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.

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(4) Represents an initial grant of 18,000 stock options. 3,938 vested on March 5, 2009; 3,038 on March 5, 2010; 2,250 on March 5, 2011; and 4,500 on March 5, 2012. Of 4,274 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 85,000 stock options. 10,625 vested on March 2, 2011; 21,250 vested on March 2, 2012, 10,625 vested on March 2, 2013; and 21,250 will vest on March 2, 2014. Of 21,250 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.

(6) Represents an initial grant of 50,000 stock options. 6,250 vested on December 7, 2012; 12,500 vested on December 7, 2013; 6,250 will vest on December 7, 2014; and 6,250 will vest on December 7, 2015. Of an additional 6,250 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 12,500 unvested stock options which remain subject to future EBIT and liquidity-event performance-based vesting conditions are not included in the table above.

(7) 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:

SeniorÂ ViceÂ President,Â ControllerÂ andÂ ChiefÂ AccountingÂ Officer

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

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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