

ARAMARK Holdings Corp
Form 4
December 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
JP MORGAN PARTNERS BHCA LP

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)
12/17/2013

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

C/O J.P. MORGAN PARTNERS, LLC, 270 PARK AVENUE

(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
X Form filed by More than One Reporting Person

NEW YORK, NY 10017

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share ("Common Stock") | 12/17/2013 | | S | | 1,267,164 <u>(11)</u> | D | \$ 18.9 |
| | | | | | 19,932,836 | D | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/17/2013 | | S | | 714,573 | D | \$ 18.9 |
| | | | | | 11,240,430 | D | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common Stock | 12/17/2013 | | S | | 171,294 | D | \$ 18.9 |
| | | | | | 2,694,503 | D | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u> |

Edgar Filing: ARAMARK Holdings Corp - Form 4

| | | | | | | | |
|--------------|------------|---|---------|---|---------|-----------|--|
| Common Stock | 12/17/2013 | S | 26,320 | D | \$ 18.9 | 414,020 | D ⁽¹⁾ ⁽²⁾ ⁽³⁾ ₍₆₎ |
| Common Stock | 12/17/2013 | S | 85,998 | D | \$ 18.9 | 1,352,762 | D ⁽¹⁾ ⁽²⁾ ⁽³⁾ ₍₇₎ |
| Common Stock | 12/17/2013 | S | 9,617 | D | \$ 18.9 | 151,282 | D ⁽¹⁾ ⁽²⁾ ⁽³⁾ ₍₈₎ |
| Common Stock | 12/17/2013 | S | 57,997 | D | \$ 18.9 | 912,311 | D ⁽¹⁾ ⁽²⁾ ⁽³⁾ ₍₉₎ |
| Common Stock | 12/17/2013 | S | 201,365 | D | \$ 18.9 | 3,167,528 | D ⁽¹⁾ ⁽²⁾ ⁽³⁾ ₍₁₀₎ |

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)

| 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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JP MORGAN PARTNERS BHCA LP C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017 | | X | | |
| JP MORGAN PARTNERS GLOBAL INVESTORS LP C/O J.P. MORGAN PARTNERS LLC 270 PARK AVENUE | | X | | |

NEW YORK, NY 10017

J P MORGAN PARTNERS GLOBAL INVESTORS A LP
 C/O J.P. MORGAN PARTNERS LLC X
 270 PARK AVENUE
 NEW YORK, NY 10017

J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN LP
 C/O J.P. MORGAN PARTNERS LLC X
 270 PARK AVENUE
 NEW YORK, NY 10017

J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN II LP
 C/O J.P. MORGAN PARTNERS LLC X
 270 PARK AVENUE
 NEW YORK, NY 10017

JP MORGAN PARTNERS GLOBAL INVESTORS SELLDOWN LP
 C/O J.P. MORGAN PARTNERS LLC X
 270 PARK AVENUE
 NEW YORK, NY 10017

JP MORGAN PARTNERS GLOBAL INVESTORS SELLDOWN II L P
 C/O J.P. MORGAN PARTNERS LLC X
 270 PARK AVENUE
 NEW YORK, NY 10017

JPMP MASTER FUND MANAGER L P
 C/O J.P. MORGAN PARTNERS LLC X
 270 PARK AVENUE
 NEW YORK, NY 10017

JPMP CAPITAL CORP.
 C/O J.P. MORGAN PARTNERS LLC X
 270 PARK AVENUE
 NEW YORK, NY 10017

JPMP GLOBAL INVESTORS L P
 C/O J.P. MORGAN PARTNERS LLC X
 270 PARK AVENUE
 NEW YORK, NY 10017

Signatures

J.P. MORGAN PARTNERS (BHCA), L.P., By: JPMP Master Fund Manager, L.P., Its
 General Partner, By: JPMP Capital Corp., Its General Partner, By: /s/ Ana Capella
 Gomez-Acebo, Name: Ana Capella Gomez-Acebo, Title: Managing Director 12/19/2013

__Signature of Reporting Person

Date

J.P. MORGAN PARTNERS GLOBAL INVESTORS, L.P., By: JPMP Global Investors, L.P.,
 Its General Partner, By: JPMP Capital Corp., Its General Partner, By: /s/ Ana Capella
 Gomez-Acebo, Name: Ana Capella Gomez-Acebo, Title: Managing Director 12/19/2013

__Signature of Reporting Person

Date

J.P. MORGAN PARTNERS GLOBAL INVESTORS A, L.P., By: JPMP Global Investors,
 L.P., Its General Partner, By: JPMP Capital Corp., Its General Partner, By: /s/ Ana Capella 12/19/2013

Edgar Filing: ARAMARK Holdings Corp - Form 4

Gomez-Acebo, Name: Ana Capella Gomez-Acebo, Title: Managing Director

__Signature of Reporting Person

Date

J.P. MORGAN PARTNERS GLOBAL INVESTORS (SELLOWN), L.P., By: JPMP Global Investors, L.P., Its General Partner, By: JPMP Capital Corp., Its General Partner, By: /s/ Ana Capella Gomez-Acebo, Name: Ana Capella Gomez-Acebo, Title: Managing Director

12/19/2013

__Signature of Reporting Person

Date

J.P. MORGAN PARTNERS GLOBAL INVESTORS (SELLOWN) II, L.P., By: JPMP Global Investors, L.P., Its General Partner, By: JPMP Capital Corp., Its General Partner, By: /s/ Ana Capella Gomez-Acebo, Name: Ana Capella Gomez-Acebo, Title: Managing Director

12/19/2013

__Signature of Reporting Person

Date

J.P. MORGAN PARTNERS GLOBAL INVESTORS (CAYMAN), L.P., By: JPMP Global Investors, L.P., Its General Partner, By: JPMP Capital Corp., Its General Partner, /s/ Ana Capella Gomez-Acebo, Name: Ana Capella Gomez-Acebo, Title: Managing Director

12/19/2013

__Signature of Reporting Person

Date

J.P. MORGAN PARTNERS GLOBAL INVESTORS (CAYMAN) II, L.P., By: JPMP Global Investors, L.P., Its General Partner, By: JPMP Capital Corp., Its General Partner, By: /s/ Ana Capella Gomez-Acebo, Name: Ana Capella Gomez-Acebo, Title: Managing Director

12/19/2013

__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) This Form 4 is being filed by (i) J.P. Morgan Partners (BHCA), L.P. ("JPMP BHCA"), (ii) J.P. Morgan Partners Global Investors, L.P. ("J.P.Morgan Global"), (iii) J.P. Morgan Partners Global Investors A, L.P. ("JPMP Global A"), (iv) J.P. Morgan Partners Global Investors (Cayman), L.P. ("JPMP Cayman"), (v) J.P. Morgan Partners Global Investors (Cayman) II, L.P. ("JPMP Cayman II"), (vi) J.P. Morgan Partners Global Investors (Selldown), L.P. ("JPMP Selldown"), (vii) J.P. Morgan Partners Global Investors (Selldown) II, L.P. ("JPMP Selldown II", and together with J.P. Morgan Global, JPMP Global A, JPMP Cayman, JPMP Cayman II, JPMP Selldown and JPMP Selldown II, the "Global Funds"), (viii) JPMP Master Fund Manager, L.P. ("JPMP MFM"), the general partner of JPMP BHCA, (ix) JPMP Global Investors, L.P. ("JPMP Global"), the general partner of the Global Funds, and (x) JPMP Capital Corp. (Continued to footnote 2)

(2) ("JPMP Capital", and together with JPMP BHCA, the Global Funds, JPMP MFM and JPMP Global, the "Reporting Persons"), the general partner of JPMP MFM and JPMP Global. Each of JPMP Global and JPMP Capital may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") to beneficially own the shares held by the Global Funds. Each of JPMP MFM and JPMP Capital may be deemed, pursuant to Rule 13d-3 under the Exchange Act to beneficially own the shares held by JPMP BHCA. The amount shown represents the beneficial ownership of the Issuer's Ordinary Shares held by the Reporting Persons as a group. The Reporting Persons disclaim beneficial ownership of the securities to the extent it exceeds their pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise. (Continued to footnote 3)

(3) The amount shown represents the beneficial ownership of the Issuer's common stock held by the Reporting Persons as a group. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(4) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by J.P. Morgan Partners (BHCA), L.P.

(5) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by J.P. Morgan Partners Global Investors, L.P.

(6) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by J.P. Morgan Partners Global Investors A, L.P.

(7) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by J.P. Morgan Partners Global Investors (Cayman), L.P.

Edgar Filing: ARAMARK Holdings Corp - Form 4

- (8) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by J.P. Morgan Partners Global Investors (Cayman) II, L.P.
- (9) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by J.P. Morgan Partners Global Investors (Selldown), L.P.
- (10) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by J.P. Morgan Partners Global Investors (Selldown) II, L.P.
- (11) The amount shown represents the aggregate number of shares disposed by the Reporting Persons.

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.