

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 MUNNELLY JOSEPH M</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> |
|---|---|--|--|---|--|

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 | 82,061 ⁽¹⁾ | D | Â |

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 Derivative | 5. 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 (2) | 12/04/2017 | Common Stock | 60,000 | \$ 8.89 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 12/20/2017 | Common Stock | 74,350 | \$ 8.89 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 03/05/2018 | Common Stock | 18,000 | \$ 9.74 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 03/02/2020 | Common Stock | 85,000 | \$ 9.48 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 12/07/2021 | Common Stock | 37,500 | \$ 12.76 | D | Â |
| Stock Option (Right to Buy) | Â (7) | 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 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.

(2) 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 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.

(3) 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 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.

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.