

ARAMARK Holdings Corp
Form 4
March 13, 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 *
CCMP Capital, LLC

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)
245 PARK AVENUE, 16TH FL,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2014

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

NEW YORK, NY 10167

(City) (State) (Zip)

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

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	03/11/2014		A		16.2193 (2)	A	\$ 0	6,268,2193	I	See Footnote (1)
Common Stock								19,932,836	D (1)	
Common Stock								17,588,516	D (1) (3)	
Common Stock								2,344,320	D (1) (4)	

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

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(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 Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CCMP Capital, LLC 245 PARK AVENUE, 16TH FL NEW YORK, NY 10167	X	X		
CCMP Capital Investors II, L.P. C/O CCMP CAPITAL, LLC 245 PARK AVENUE NEW YORK, NY 10167	X	X		
CCMP Capital Investors (Cayman) II, L.P. C/O CCMP CAPITAL, LLC 245 PARK AVENUE NEW YORK, NY 10167	X	X		
CCMP Capital Associates, L.P. C/O CCMP CAPITAL, LLC 245 PARK AVENUE NEW YORK, NY 10167	X	X		
CCMP Capital Associates GP, LLC C/O CCMP CAPITAL, LLC 245 PARK AVENUE NEW YORK, NY 10167	X	X		

Signatures

CCMP CAPITAL, LLC, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO	03/13/2014
__Signature of Reporting Person	Date
CCMP CAPITAL INVESTORS II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its general partner, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO	03/13/2014
__Signature of Reporting Person	Date
CCMP CAPITAL INVESTORS (CAYMAN) II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its general partner, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO	03/13/2014
__Signature of Reporting Person	Date
CCMP CAPITAL ASSOCIATES, L.P., By: CCMP Capital Associates GP, LLC, its general partner, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO	03/13/2014
__Signature of Reporting Person	Date
CCMP CAPITAL ASSOCIATES GP, LLC, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO	03/13/2014
__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) See Exhibit 99.2.
The 16.2193 units represent dividend equivalent rights and were granted to Stephen P. Murray (President and Chief Executive Officer of CCMP Capital) in his capacity as a director of the Issuer. The dividend equivalent rights were granted in connection with the Issuer's quarterly dividend and accrued to Mr. Murray on the underlying deferred stock units held by Mr. Murray. These dividend equivalent rights vest on the same schedules as the underlying awards. CCMP Capital beneficially owns such shares indirectly as a result of contractual arrangements among Mr. Murray, the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital. Mr. Murray disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest therein and the inclusion of the securities in this report shall not be deemed to be an admission of beneficial ownership of the reported securities for the purposes of Section 16 of the Exchange Act or otherwise.
 - (3) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors II, L.P.
 - (4) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors (Cayman) II, L.P.

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.