

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)

1. Name and Address of Reporting Person *

Â SUTHERLAND L
 FREDERICK

(Last) (First) (Middle)

C/O ARAMARK HOLDINGS CORPORATION,Â 1101
 MARKET STREET

(Street)

PHILADELPHIA,Â PAÂ 19107

(City) (State) (Zip)

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 Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer ___ Other
 (give title below) (specify below)
 Exec Vice President, CFO

5. 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 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	914,886 ⁽¹⁾	D	Â
Common Stock	400,530	I	See footnote ⁽²⁾
Common Stock	250,000	I	By Spouse

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

SEC 1473 (7-02)

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

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â (3)	01/26/2017	Common Stock	992,250	\$ 5.44	D	Â
Stock Option (Right to Buy)	Â (4)	02/27/2017	Common Stock	360,000	\$ 5.44	D	Â
Stock Option (Right to Buy)	Â (5)	03/05/2018	Common Stock	75,000	\$ 9.74	D	Â
Stock Option (Right to Buy)	Â (6)	09/02/2019	Common Stock	200,000	\$ 8.59	D	Â
Stock Option (Right to Buy)	Â (7)	03/02/2020	Common Stock	200,000	\$ 9.48	D	Â
Stock Option (Right to Buy)	Â (8)	06/22/2021	Common Stock	218,750	\$ 11.63	D	Â
Stock Option (Right to Buy)	Â (9)	07/31/2021	Common Stock	25,828	\$ 16.21	D	Â
Stock Option (Right to Buy)	Â (10)	07/09/2023	Common Stock	94,518	\$ 16.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTHERLAND L FREDERICK C/O ARAMARK HOLDINGS CORPORATION 1101 MARKET STREET PHILADELPHIA, PA 19107	Â	Â	Â Exec Vice President, CFO	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 30,846 restricted stock units which vest in four equal annual installments on each of July 9, 2014, 2015, 2016 and 2017, and 10,172 shares of restricted stock which vest in three equal annual installments on each of December 15, 2013, 2014 and 2015.
- (2) These shares of common stock are held by a family limited liability company for which Mr. Sutherland serves as a manager.

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- (3) Represents an initial grant of 992,250 stock options. 248,062 vested on January 26, 2008; 217,055 on January 26, 2009; 167,442 on January 26, 2010; and 124,032 on January 26, 2011. Of 235,659 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.
- (4) Represents an initial grant of 360,000 stock options. 90,000 vested on January 26, 2008; 78,750 on January 26, 2009; 60,750 on January 26, 2010; and 45,000 on January 26, 2011. Of 85,500 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 75,000 stock options. 16,407 vested on March 5, 2009; 12,657 on March 5, 2010; 9,375 on March 5, 2011; and 18,750 on March 5, 2012. Of 17,811 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 200,000 stock options. 25,000 vested on September 2, 2010; 50,000 on September 2, 2011; 25,000 on September 2, 2012; and 50,000 on September 2, 2013. Of an additional 50,000 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.
- (7) Represents an initial grant of 200,000 stock options. 25,000 vested on March 2, 2011; 50,000 vested on March 2, 2012; 25,000 vested on March 2, 2013; and 50,000 will vest on March 2, 2014. Of 50,000 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.
- (8) Represents an initial grant of 250,000 stock options. 62,500 vested on June 22, 2012; 31,250 vested on June 22, 2013; 62,500 will vest on June 22, 2014; and 31,250 will vest on June 22, 2015. Of an additional 31,250 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 31,250 stock options which remain subject to future EBIT and liquidity-event performance-based vesting conditions are not included in the table above.
- (9) These options to purchase shares of common stock vest in three equal annual installments on each of December 15, 2013, 2014 and 2015.
- (10) 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:

Exhibit List: Exhibit 24 - Power of Attorney

The reporting person disclaims beneficial ownership of all indirectly held securities except to the extent

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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