

GOLDMAN SACHS GROUP INC

Form 4

December 17, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICOLD REALTY TRUST
[COLD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

200 WEST STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13-05:00/2018

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

NEW YORK, NY 10282

(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
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	12/13-05:00/2018		S		6,500,000 (4)	D (4)	8,243,845 (7) I

See
Footnotes
(1) (2) (3) (4)
(5) (6) (7) (8)

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

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information contained in this form are not
required to respond unless the form
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number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282	
GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282	
GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282	
GSCP VI Offshore IceCap Investment, L.P. 200 WEST STREET NEW YORK, NY 10282	
GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282	
GS Capital Partners VI GmbH & Co KG 200 WEST STREET NEW YORK, NY 10282	
GSCP VI GmbH IceCap Investment, L.P. 200 WEST STREET NEW YORK, NY 10282	
Opportunity Partners Offshore-B Co-Invest AIV, L.P. 200 WEST STREET	

NEW YORK, NY 10282

IceCap2 Holdings, L.P.
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Yvette Kotic,
Attorney-in-fact 12/17-05:00/2018

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 12/17-05:00/2018

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Attorney-in-fact 12/17-05:00/2018

__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 statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Fund, L.P. ("GS Cap Partners VI"), GS Capital Partners VI GmbH & CO. KG ("GS Germany"), Opportunity Partners Offshore-B Co-Invest AIV, L.P. ("Opportunity Partners" and, together with GS Parallel, GS Offshore, GS Cap Partners VI and GS Germany, the "GS

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Funds"), GSCP VI Offshore IceCap Investment, L.P. ("GSCP Offshore IceCap Investment"), GSCP VI GmbH IceCap Investment, L.P. ("GSCP GmbH IceCap Investment"), IceCap2 Holdings, L.P. ("IceCap2 Holdings" and, together with GS Parallel, GSCP Offshore IceCap Investment, GS Cap Partners VI and GSCP GmbH IceCap Investment, the "GS Investors"), GS Advisors VI, L.L.C. ("GS Advisors VI"), (continued in Footnote 2)

- Goldman, Sachs Management GP GmbH ("GS GmbH"), GSCP VI Advisors, L.L.C. ("GSCP VI Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP VI Offshore Advisors") and Opportunity Partners Offshore-B Co-Invest AIV Advisors, Ltd. ("Opportunity Advisors" and, together with GS Group, Goldman Sachs, the GS Funds, GSCP Offshore IceCap Investment, GSCP GmbH IceCap Investment, IceCap2 Holdings, GS Advisors VI, GS GmbH, GSCP VI Advisors and GSCP VI Offshore Advisors, the "Reporting Persons").
- (3) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.
- (4) On December 13, 2018, the GS Investors entered into a sale transaction (the "Sale") of the common shares, par value \$0.01 per share (the "Common Shares"), of Americold Realty Trust (the "Company"). The GS Investors sold 6,500,000 Common Shares at \$26.37 per share.
- As of December 13, 2018, as a result of the Sale, GS Parallel beneficially owns directly 795,953 Common Shares, which may be deemed to be beneficially owned indirectly by GS Parallel's general partner, GS Advisors VI. GSCP Offshore IceCap Investment beneficially owns directly 2,407,578 Common Shares, which may be deemed to be beneficially owned indirectly by GS Offshore and indirectly by GS Offshore's general partner, GSCP VI Offshore Advisors. GS Cap Partners VI beneficially owns directly 2,894,527 Common Shares, which may be deemed to be beneficially owned indirectly by GS Cap Partners VI's general partner, GSCP VI Advisors. GSCP GmbH IceCap Investment beneficially owns directly 102,886 Common Shares, which may be deemed to be beneficially owned indirectly by GS Germany and indirectly by GS Germany's general partner, GS GmbH. (continued in Footnote 6)
- (6) IceCap2 Holdings beneficially owns directly 1,860,284 Common Shares, which may be deemed to be beneficially owned indirectly by Opportunity Partners and indirectly by Opportunity Partner's general partner, Opportunity Advisors.
- Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 182,617 Common Shares and Goldman Sachs also had open short positions of 57,008 Common Shares, reflecting changes due to exempt transactions. Both Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate 8,061,228 Common Shares owned by the GS Investors because affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing general partner, managing partner, managing member or member of each of the GS Investors. Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Investors.
- (7) The Reporting Persons disclaim beneficial ownership of all Common Shares in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (8)

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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