

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 Wallace Karen A</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) Vice President and Treasurer</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>
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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	23,085 ⁽¹⁾	D	Â

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)

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 <u>(2)</u>	01/26/2017	Common Stock	24,650	\$ 5.44	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	02/27/2017	Common Stock	15,000	\$ 5.44	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	03/05/2018	Common Stock	4,000	\$ 9.74	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	03/02/2020	Common Stock	20,000	\$ 9.48	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	12/07/2021	Common Stock	6,000	\$ 12.76	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	07/09/2023	Common Stock	9,452	\$ 16.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallace Karen A C/O ARAMARK HOLDINGS CORPORATION 1101 MARKET STREET PHILADELPHIA, PA 19107	Â	Â	Â Vice President and Treasurer	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 3,085 restricted stock units which vest in four equal annual installments on each of July 9, 2014, 2015, 2016 and 2017.

Represents an initial grant of 24,650 stock options. 6,162 vested on January 26, 2008; 5,392 on January 26, 2009; 4,160 on January 26, 2010; and 3,082 on January 26, 2011. Of 5,854 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 15,000 stock options. 3,750 vested on January 26, 2008; 3,282 on January 26, 2009; 2,532 on January 26, 2010; and 1,875 on January 26, 2011. Of 3,561 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 4,000 stock options. 875 vested on March 5, 2009; 675 on March 5, 2010; 500 on March 5, 2011; 1,000 on March 5, 2012. Of 950 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 20,000 stock options. 2,500 vested on March 2, 2011; 5,000 vested on March 2, 2012; 2,500 vested on March 2, 2013; and 5,000 will vest on March 2, 2014. Of 5,000 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.

(6) Represents an initial grant of 8,000 stock options. 1,000 vested on December 7, 2012; 2,000 vested on December 7, 2013; 1,000 will vest on December 7, 2014; and 1,000 will vest on December 7, 2015. Of 1,000 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. An additional 2,000 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:

Exhibit List: Exhibit 24 - Power of Attorney

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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