

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SUTHERLAND L FREDERICK		(Month/Day/Year) 12/11/2013	ARAMARK Holdings Corp [ARMK]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
C/O ARAMARK HOLDINGS CORPORATION,Â 1101 MARKET STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Exec Vice President, CFO	
PHILADELPHIA,Â PAÂ 19107			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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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- (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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