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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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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement ARAMARK Holdings Corp [ARMK] SUTHERLAND L (Month/Day/Year) 12/11/2013 **FREDERICK** (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O ARAMARK HOLDINGS (Check all applicable) CORPORATION Â 1101 MARKET STREET Director 10% Owner (Street) X_ Officer _Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Exec Vice President, CFO _X_ Form filed by One Reporting Person PHILADELPHIA, Â PAÂ 19107 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Â Common Stock D 914,886 (1) Common Stock 400,530 I See footnote (2)Common Stock 250,000 Ι By Spouse Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

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| 1. Title of Derivative Security (Instr. 4) | ze Security 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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--------------------|--|----------------------------------|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
| Stock Option (Right to Buy) | (3) | 01/26/2017 | Common Stock | 992,250 | \$ 5.44 | D | Â |
| Stock Option (Right to Buy) | (4) | 02/27/2017 | Common Stock | 360,000 | \$ 5.44 | D | Â |
| Stock Option (Right to Buy) | (5) | 03/05/2018 | Common Stock | 75,000 | \$ 9.74 | D | Â |
| Stock Option (Right to Buy) | (6) | 09/02/2019 | Common Stock | 200,000 | \$ 8.59 | D | Â |
| Stock Option (Right to Buy) | (7) | 03/02/2020 | Common Stock | 200,000 | \$ 9.48 | D | Â |
| Stock Option (Right to Buy) | (8) | 06/22/2021 | Common Stock | 218,750 | \$ 11.63 | D | Â |
| Stock Option (Right to Buy) | (9) | 07/31/2021 | Common Stock | 25,828 | \$ 16.21 | D | Â |
| Stock Option (Right to Buy) | (10) | 07/09/2023 | Common Stock | 94,518 | \$ 16.21 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Keiationsinps | | | | |
|----------------------------------|---------------|-----------|-----------------------------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| SUTHERLAND L FREDERICK | | | | | |
| C/O ARAMARK HOLDINGS CORPORATION | â | â | Exec Vice President, CFO | â | |
| 1101 MARKET STREET | А | A | A Exec vice Fiesidelli, CFO | A | |
| PHILADELPHIA. PA 19107 | | | | | |

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.

Reporting Owners 2

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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.

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.

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.

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.

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.

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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(8)

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

The reporting person disclaims beneficial ownership of all indirectly held securities except to the extended to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.