

Aramark
Form 4
June 16, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)
200 WEST STREET
(Street)
NEW YORK, NY 10282
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Aramark [ARMK]

3. Date of Earliest Transaction (Month/Day/Year)
06/12-04:00/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 06/12-04:00/2014 | | P | 471 A | \$ 26.02 34,833,006.7609 | I | See footnotes (1) (2) (3) (4) (5) |
| Common Stock, par value \$0.01 per share | 06/12-04:00/2014 | | S | 471 D | \$ 26.02 34,832,535.7609 | I | See footnotes (1) (2) (3) (4) (5) |

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

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(9-02)

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

| 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

GOLDMAN SACHS & CO
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Yvette Kusic,
Attorney-in-fact

06/16-04:00/2014

**Signature of Reporting Person

Date

/s/ Yvette Kusic,
Attorney-in-fact

06/16-04:00/2014

**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") and Goldman, Sachs & Co. ("Goldman Sachs," and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

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- (2) The shares of common stock, par value \$0.01 per share (the "Common Stock"), of Aramark (the "Company") reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs and indirectly by GS Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.

- (3) GS Group may be deemed to beneficially own 6,285.7609 shares of Common Stock pursuant to the ARAMARK Holdings Corporation 2013 Stock Incentive Plan, consisting of 6,252 deferred stock units (the "Deferred Shares") and 33.7609 dividend equivalent rights to Deferred Shares, granted to Sanjeev K. Mehra, a managing director of Goldman Sachs, in his capacity as a director of the Company. The dividend equivalent rights vest on the same schedules as the underlying Deferred Shares. The Deferred Shares, if vested, will be settled in shares of Common Stock six months following the director's departure from the board. Mr. Mehra has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (4) Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 34,826,250 shares of Common Stock by reason of the direct beneficial ownership of such shares by certain investment partnerships (the "Funds") because affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the Funds. Goldman Sachs is the investment manager of certain of the Funds.

- (5) Each of the Reporting Persons and Mr. Mehra disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such entity or individual, as applicable, 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.

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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