

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

February 17, 2021

Date of Report (Date of earliest event reported)

Aramark

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of Incorporation)
2400 Market Street
Philadelphia, Pennsylvania
(Address of Principal Executive Offices)

001-36223
(Commission File Number)

20-8236097
(IRS Employer Identification No.)

19103
(Zip Code)

(215) 238-3000

(Registrant's Telephone Number, Including Area Code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, par value \$0.01 per share	ARMK	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

The Company is filing this report to provide the legal opinions as to the validity of the securities covered by the two prospectus supplements, each dated February 17, 2021, to the Company's shelf registration statement on Form S-3 (File No. 333-253208), which opinions are attached hereto as Exhibit 5.1 (relating to potential resales of shares (the "Resale Prospectus Supplement")) and as Exhibit 5.2 (relating to certain transactions under the Company's ESPP (the "ESPP Cashless Program Prospectus Supplement")) and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

Exhibit No.	Description
<u>5.1*</u>	<u>Opinion of Simpson Thacher & Bartlett LLP relating to the Common Stock to be sold pursuant to the Resale Prospectus Supplement.</u>
<u>5.2</u>	<u>Opinion of Simpson Thacher & Bartlett LLP relating to the Common Stock to be delivered pursuant to the ESPP Cashless Program Prospectus Supplement (incorporated herein by reference to Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company on February 17, 2021).</u>
<u>23.1*</u>	<u>Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1).</u>
<u>23.2</u>	<u>Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.2).</u>
104	Cover Page Interactive Data File (embedded within the Inline XRBL document)

* Filed herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Aramark

Date: February 18, 2021

By: /s/ LAUREN A. HARRINGTON

Name: LAUREN A. HARRINGTON

Title: Senior Vice President and
General Counsel

SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE
NEW YORK, NY 10017-3954
(212) 455-2000

FACSIMILE (212) 455-2502

February 17, 2021

Aramark
2400 Market Street
Philadelphia, PA 19103

Ladies and Gentlemen:

We have acted as counsel to Aramark, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 (File No. 333-253208) (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the sale by the Company and certain selling stockholders of shares of common stock, par value \$0.01 per share, of the Company (the "Common Stock"). This opinion relates to the sale by the selling stockholders referred to in the Prospectus (as defined below) (the "Selling Stockholders") of an aggregate of 24,575,245 shares of Common Stock (the "Shares").

We have examined the Registration Statement; the prospectus, dated February 17, 2021 (the "Base Prospectus"), as supplemented by the prospectus supplement dated February 17, 2021 relating to the Shares (together with the Base Prospectus, the "Prospectus"), filed by the Company pursuant to Rule 424(b) of the rules and regulations of the Commission under the Securities Act. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that the Shares have been validly issued and are fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Current Report on Form 8-K filed by the Company with the Commission on February 17, 2021 and to the use of our name under the caption "Legal Matters" in the Prospectus.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP