

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Warburg Pincus Private Equity IX, L.P.</u> (Last) (First) (Middle) <u>C/O WARBURG PINCUS & CO.</u> <u>450 LEXINGTON AVENUE</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARAMARK Holdings Corp [ARMK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.01 per share	12/17/2013		S		2,588,123 ⁽¹⁾⁽²⁾	D	\$18.9 ⁽³⁾	40,711,877 ⁽¹⁾⁽²⁾	D ⁽¹⁾⁽²⁾	

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Warburg Pincus Private Equity IX, L.P.
 (Last) (First) (Middle)
C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
 (Street)
NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Warburg Pincus IX LLC
 (Last) (First) (Middle)
C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
 (Street)
NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Warburg Pincus Partners LLC
 (Last) (First) (Middle)

C/O WARBURG PINCUS & CO.

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

WARBURG PINCUS & CO.

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

WARBURG PINCUS LLC

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

KAYE CHARLES R

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Landy Joseph P.

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

Explanation of Responses:

1. Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX") is the direct record owner of the securities reported herein. Warburg Pincus IX LLC, a New York limited liability company ("WP IX LLC"), is the general partner of WP IX. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP IX LLC. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of WP IX. Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and Co-Chief Executive Officers and Managing Members of WP LLC and may be deemed to control the Warburg Pincus Reporting Persons (as defined below). Each of Messrs. Kaye and Landy, together with WP IX, WP IX LLC, WP Partners, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Reporting Persons."

2. Each Warburg Pincus Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock of the Issuer, except to the extent of its pecuniary interest in such shares of Common Stock. Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, WP IX, WP IX LLC, WP Partners and WP may be deemed directors-by-deputization. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.

3. This amount represents the \$20.00 initial public offering price per share of Common Stock less the underwriting discount of \$1.10 per share pursuant to that certain Underwriting Agreement, dated as of December 11, 2013, by and among the Issuer, the representatives of the underwriters identified therein and WP IX and the other selling stockholders identified therein.

Remarks:

* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on November 26, 2013 as an exhibit to a statement on Form 4 filed by Warburg Pincus Private Equity IX, L.P. with respect to Laredo Petroleum Holdings, Inc. and is hereby incorporated by reference.

WARBURG PINCUS
PRIVATE EQUITY IX, L.P.,
By: Warburg Pincus IX LLC,
its General Partner, By:
Warburg Pincus Partners LLC, 12/18/2013

its Sole Member, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Attorney-in-Fact*

WARBURG PINCUS IX LLC, By: Warburg Pincus Partners LLC, its Sole Member, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Attorney-in-Fact* 12/18/2013

WARBURG PINCUS PARTNERS LLC, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Attorney-in-Fact* 12/18/2013

WARBURG PINCUS & CO., By: /s/ Robert B. Knauss, Attorney-in-Fact* 12/18/2013

WARBURG PINCUS LLC, By: /s/ Robert B. Knauss, Managing Director 12/18/2013

CHARLES R. KAYE, By: /s/ Robert B. Knauss, Attorney-in-Fact* 12/18/2013

JOSEPH P. LANDY, By: /s/ Robert B. Knauss, Attorney-in-Fact* 12/18/2013

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.