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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 29, 2019 Commission File Number: 001-36223

Aramark

(Exact name of registrant as specified in its charter)

Delaware	**20-8236097**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
2400 Market Street Philadelphia, Pennsylvania	**19103**
(Address of principal executive offices)	(Zip Code)

(215) 238-3000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes x No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller reporting company o Emerging growth company o

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No x

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

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

As of April 26, 2019, the number of shares of the registrant's common stock outstanding is 246,429,991.

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Special Note About Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect our current views as to future events and financial performance with respect to, without limitation, conditions in our industry, our operations, our economic performance and financial condition, including, in particular, with respect to, without limitation, anticipated effects of changes related to accounting changes and the divestiture of our Healthcare Technologies business, the expected impact of strategic portfolio actions, the benefits and costs of our acquisitions of each of Avendra, LLC ("Avendra") and AmeriPride Services, Inc. ("AmeriPride") and related financings, as well as statements regarding these companies' services and products and statements relating to our business and growth strategy. These statements can be identified by the fact that they do not relate strictly to historical or current facts. They use words such as "outlook," "aim," "anticipate," "are or remain or continue to be confident," "have confidence," "estimate," "expect," "will be," "will continue," "will likely result," "project," "intend," "plan," "believe," "see," "look to" and other words and terms of similar meaning or the negative versions of such words.

Forward-looking statements speak only as of the date made. All statements we make relating to our estimated and projected earnings, costs, expenditures, cash flows, growth rates, financial results and our estimated benefits and costs of our acquisitions are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our results or the costs and benefits of the acquisitions include without limitation: unfavorable economic conditions; natural disasters, global calamities, sports strikes and other adverse incidents; the failure to retain current clients, renew existing client contracts and obtain new client contracts; a determination by clients to reduce their outsourcing or use of preferred vendors; competition in our industries; increased operating costs and obstacles to cost recovery due to the pricing and cancellation terms of our food and support services contracts; the inability to achieve cost savings through our cost reduction efforts; our expansion strategy; the failure to maintain food safety throughout our supply chain, food-borne illness concerns and claims of illness or injury; governmental regulations including those relating to food and beverages, the environment, wage and hour and government contracting; liability associated with noncompliance with applicable law or other governmental regulations; new interpretations of or changes in the enforcement of the government regulatory framework; currency risks and other risks associated with international operations, including Foreign Corrupt Practices Act, U.K. Bribery Act and other anti-corruption law compliance; continued or further unionization of our workforce; liability resulting from our participation in multiemployer defined benefit pension plans; risks associated with suppliers from whom our products are sourced; disruptions to our relationship with, or to the business of, our primary distributor; the inability to hire and retain sufficient qualified personnel or increases in labor costs; healthcare reform legislation; the contract intensive nature of our business, which may lead to client disputes; seasonality; disruptions in the availability of our computer systems or privacy breaches; failure to achieve and maintain effective internal controls; our leverage; the inability to generate sufficient cash to service all of our indebtedness; debt agreements that limit our flexibility in operating our business; our ability to successfully integrate the businesses of Avendra and AmeriPride and costs and timing related thereto, the risk of unanticipated restructuring costs or assumption of undisclosed liabilities, the risk that we are unable to achieve the anticipated benefits (including tax benefits) and synergies of the acquisition of AmeriPride and Avendra including whether the transactions will be accretive and within the expected timeframes, the availability of sufficient cash to repay certain indebtedness and our decision to utilize the cash for that purpose, the disruption of the transactions to each of Avendra and AmeriPride and their respective managements; the effect of the transactions on each of Avendra's and AmeriPride's ability to retain and hire key personnel and maintain relationships with customers, suppliers and other third parties, our ability to attract new or maintain existing customer and supplier relationships at reasonable cost, our ability to retain key personnel and other factors set forth under the headings Item 1A "Risk Factors," Item 3 "Legal Proceedings" and Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other sections of our Annual Report on Form 10-K, filed with the SEC on November 21, 2018 as such factors may be updated from time to time in our other periodic filings with the SEC, which are accessible on the SEC's website at www.sec.gov and which may be obtained by contacting Aramark's investor relations department via its website www.aramark.com. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this report and in our other filings with the SEC. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements included herein or that may be made elsewhere from time to time by, or on behalf of, us. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments, changes in our expectations, or otherwise, except as required by law.

PART I

Item 1. Financial Statements

ARAMARK AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(in thousands, except share amounts)

	March 29, 2019	September 28, 2018
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 195,387	$ 215,025
Receivables (less allowances: 2019 - $50,961; 2018 - $52,682)	1,878,151	1,790,433
Inventories	400,269	724,802
Prepayments and other current assets	156,796	171,165
Total current assets	2,630,603	2,901,425
Property and Equipment, net	2,142,944	1,378,094
Goodwill	5,522,552	5,610,568
Other Intangible Assets	2,087,641	2,136,844
Other Assets	1,327,074	1,693,171
	$ 13,710,814	$ 13,720,102
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term borrowings	$ 56,339	$ 30,907
Accounts payable	911,785	1,018,920
Accrued expenses and other current liabilities	1,342,981	1,440,332
Total current liabilities	2,311,105	2,490,159
Long-Term Borrowings	7,134,286	7,213,077
Deferred Income Taxes and Other Noncurrent Liabilities	1,021,749	977,215
Redeemable Noncontrolling Interest	9,994	10,093
Stockholders' Equity:		
Common stock, par value $.01 (authorized: 600,000,000 shares; issued: 2019—281,214,456 shares and 2018—279,314,297 shares; and outstanding: 2019—246,262,298 shares and 2018—246,744,438 shares)	2,812	2,793
Capital surplus	3,180,943	3,132,421
Retained earnings	992,736	710,519
Accumulated other comprehensive loss	(141,651)	(91,223)
Treasury stock (shares held in treasury: 2019—34,952,158 shares and 2018—32,569,859 shares)	(801,160)	(724,952)
Total stockholders' equity	3,233,680	3,029,558
	$ 13,710,814	$ 13,720,102

The accompanying notes are an integral part of these condensed consolidated financial statements.

ARAMARK AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(in thousands, except per share data)

	Three Months Ended	
	March 29, 2019	March 30, 2018
Revenue	$ 3,999,987	$ 3,939,311
Costs and Expenses:		
Cost of services provided	3,639,959	3,563,009
Depreciation and amortization	147,908	152,864
Selling and general corporate expenses	88,285	88,444
Gain on sale of Healthcare Technologies	1,000	—
	3,877,152	3,804,317
Operating income	122,835	134,994
Interest and Other Financing Costs, net	84,178	92,653
Income Before Income Taxes	38,657	42,341
Provision for Income Taxes	9,347	14,625
Net income	29,310	27,716
Less: Net income (loss) attributable to noncontrolling interest	(43)	147
Net income attributable to Aramark stockholders	$ 29,353	$ 27,569
Earnings per share attributable to Aramark stockholders:		
Basic	$ 0.12	$ 0.11
Diluted	$ 0.12	$ 0.11
Weighted Average Shares Outstanding:		
Basic	246,217	245,648
Diluted	250,347	252,485

	Six Months Ended	
	March 29, 2019	March 30, 2018
Revenue	$ 8,265,336	$ 7,904,429
Costs and Expenses:		
Cost of services provided	7,434,404	7,085,239
Depreciation and amortization	298,629	286,713
Selling and general corporate expenses	192,415	180,612
Gain on sale of Healthcare Technologies	(156,309)	—
	7,769,139	7,552,564
Operating income	496,197	351,865
Interest and Other Financing Costs, net	167,155	166,786
Income Before Income Taxes	329,042	185,079
(Benefit) Provision for Income Taxes	49,054	(135,077)
Net income	279,988	320,156
Less: Net income (loss) attributable to noncontrolling interest	(49)	303
Net income attributable to Aramark stockholders	$ 280,037	$ 319,853
Earnings per share attributable to Aramark stockholders:		
Basic	$ 1.14	$ 1.30
Diluted	$ 1.11	$ 1.27
Weighted Average Shares Outstanding:		
Basic	246,540	245,366
Diluted	251,355	252,380

The accompanying notes are an integral part of these condensed consolidated financial statements.

ARAMARK AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(in thousands)

	Three Months Ended	
	March 29, 2019	**March 30, 2018**
Net income	$ 29,310	$ 27,716
Other comprehensive income (loss), net of tax		
Pension plan adjustments	—	13,379
Foreign currency translation adjustments	8,973	12,424
Fair value of cash flow hedges	(17,678)	24,208
Share of equity investee's comprehensive income (loss)	50	(551)
Other comprehensive income (loss), net of tax	(8,655)	49,460
Comprehensive income	20,655	77,176
Less: Net income (loss) attributable to noncontrolling interest	(43)	147
Comprehensive income attributable to Aramark stockholders	$ 20,698	$ 77,029

	Six Months Ended	
	March 29, 2019	**March 30, 2018**
Net income	$ 279,988	$ 320,156
Other comprehensive income (loss), net of tax		
Pension plan adjustments	753	13,379
Foreign currency translation adjustments	(9,034)	18,809
Fair value of cash flow hedges	(41,917)	29,413
Share of equity investee's comprehensive income (loss)	(230)	(536)
Other comprehensive income (loss), net of tax	(50,428)	61,065
Comprehensive income	229,560	381,221
Less: Net income (loss) attributable to noncontrolling interest	(49)	303
Comprehensive income attributable to Aramark stockholders	$ 229,609	$ 380,918

The accompanying notes are an integral part of these condensed consolidated financial statements.

ARAMARK AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(in thousands)

	Six Months Ended	
	March 29, 2019	**March 30, 2018**
Cash flows from operating activities:		
Net income	$ 279,988	$ 320,156
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	298,629	286,713
Deferred income taxes	3,475	(164,069)
Share-based compensation expense	33,241	33,511
Net gain on sale of Healthcare Technologies	(139,165)	—
Changes in operating assets and liabilities:		
Accounts Receivable	(137,789)	(90,695)
Inventories	(36,224)	(29,835)
Prepayments and Other Current Assets	(223)	12,560
Accounts Payable	(86,069)	(162,901)
Accrued Expenses	(100,863)	(190,161)
Payments made to clients on contracts (see Note 7)	(26,551)	—
Other operating activities	534	6,348
Net cash provided by operating activities	88,983	21,627
Cash flows from investing activities:		
Purchases of property and equipment and other	(230,402)	(248,404)
Disposals of property and equipment	7,556	4,988
Proceeds from divestiture	293,711	—
Acquisition of certain businesses, net of cash acquired	(31,115)	(2,227,785)
Other investing activities	18,445	(5,059)
Net cash provided by (used in) investing activities	58,195	(2,476,260)
Cash flows from financing activities:		
Proceeds from long-term borrowings	100,071	3,091,777
Payments of long-term borrowings	(345,458)	(683,102)
Net change in funding under the Receivables Facility	205,000	95,800
Payments of dividends	(54,220)	(51,547)
Proceeds from issuance of common stock	10,372	10,556
Repurchase of stock	(50,000)	(24,410)
Other financing activities	(29,120)	(40,276)
Net cash provided by (used in) financing activities	(163,355)	2,398,798
Effect of foreign exchange rates on cash and cash equivalents	(3,461)	2,571
Decrease in cash and cash equivalents	(19,638)	(53,264)
Cash and cash equivalents, beginning of period	215,025	238,797
Cash and cash equivalents, end of period	$ 195,387	$ 185,533

	Six Months Ended	
(dollars in millions)	**March 29, 2019**	**March 30, 2018**
Interest paid	$ 180.2	$ 148.3
Income taxes paid	$ 118.9	$ 80.5

The accompanying notes are an integral part of these condensed consolidated financial statements.

ARAMARK AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

For the six months ended March 29, 2019 and March 30, 2018

(Unaudited)

(in thousands)

	Total Stockholders' Equity	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock
Balance, September 28, 2018	$ 3,029,558	$ 2,793	$ 3,132,421	$ 710,519	$ (91,223)	$ (724,952)
Adoption of new accounting standard	58,395			58,395		
Net income attributable to Aramark stockholders	280,037			280,037		
Other comprehensive income (loss)	(50,428)				(50,428)	
Capital contributions from issuance of common stock	15,300	19	15,281			
Share-based compensation expense	33,241		33,241			
Repurchases of Common Stock	(76,208)					(76,208)
Payments of dividends	(56,215)			(56,215)		
Balance, March 29, 2019	$ 3,233,680	$ 2,812	$ 3,180,943	$ 992,736	$ (141,651)	$ (801,160)

	Total Stockholders' Equity	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock
Balance, September 29, 2017	$ 2,459,061	$ 2,771	$ 3,014,546	$ 247,050	$ (123,760)	$ (681,546)
Net income attributable to Aramark stockholders	319,853			319,853		
Other comprehensive income (loss)	61,065				61,065	
Capital contributions from issuance of common stock	14,977	15	14,962			
Share-based compensation expense	33,511		33,511			
Repurchases of Common Stock	(39,996)					(39,996)
Payments of dividends	(52,848)			(52,848)		
Balance, March 30, 2018	$ 2,795,623	$ 2,786	$ 3,063,019	$ 514,055	$ (62,695)	$ (721,542)

The accompanying notes are an integral part of these condensed consolidated financial statements.

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Aramark (the "Company") is a leading global provider of food, facilities and uniform services to education, healthcare, business & industry and sports, leisure & corrections clients. The Company's core market is the United States, which is supplemented by an additional 18-country footprint. The Company operates its business in three reportable segments that share many of the same operating characteristics: Food and Support Services United States ("FSS United States"), Food and Support Services International ("FSS International") and Uniform and Career Apparel ("Uniform").

The condensed consolidated financial statements included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the audited consolidated financial statements, and the notes to those statements, included in the Company's Form 10-K filed with the SEC on November 21, 2018. The Condensed Consolidated Balance Sheet as of September 28, 2018 was derived from audited financial statements which have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. In the opinion of the Company, the statements include all adjustments, which are of a normal, recurring nature, required for a fair presentation for the periods presented. The results of operations for interim periods are not necessarily indicative of the results for a full year, due to the seasonality of some of the Company's business activities and the possibility of changes in general economic conditions.

The condensed consolidated financial statements include the accounts of the Company and all of its subsidiaries in which a controlling financial interest is maintained. All significant intercompany transactions and accounts have been eliminated.

New Accounting Standards Updates

Adopted Standards

In October 2018, the Financial Accounting Standards Board ("FASB") issued an accounting standards update ("ASU") which permits the use of the Overnight Index Swap Rate based on the Secured Overnight Financing Rate as a U.S. benchmark interest rate for hedge accounting purposes. The guidance is effective for the Company in the first quarter of fiscal 2020. The Company early adopted the guidance in the first quarter of fiscal 2019, which did not have an impact on the condensed consolidated financial statements, as the Company's existing interest rate hedges use LIBOR as the benchmark interest rate. The use of the Secured Overnight Financing Rate Overnight Index Swap Rate as the benchmark interest rate may be contemplated in future hedging arrangements.

In February 2018, the FASB issued an ASU which provides clarification regarding guidance related to the financial instrument standard. The guidance was effective for the Company in the first quarter of fiscal 2019. The Company adopted the guidance in the first quarter of fiscal 2019, which did not have an impact on the condensed consolidated financial statements.

In May 2017, the FASB issued an ASU to clarify the determination of the customer of the operation services in a service concession arrangement. The guidance was effective for the Company in the first quarter of fiscal 2019. The Company adopted this standard in the first quarter of fiscal 2019, which did not have a material impact on the condensed consolidated financial statements.

In March 2017, the FASB issued an ASU to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost. The guidance was effective for the Company in the first quarter of fiscal 2019. The Company adopted the guidance during the first quarter of fiscal 2019, which did not result in an impact to net income. However, certain balances, including $1.5 million and $3.7 million for the three and six month period ended March 30, 2018, were reclassified from "Cost of services provided" to "Interest and Other Financing Costs, net" on the Condensed Consolidated Statements of Income. The Company applied the practical expedient allowing for the use of amounts disclosed in the pension footnote for prior comparative periods as an estimation basis for applying the retrospective presentation requirements.

In February 2017, the FASB issued an ASU to clarify the accounting guidance for partial sales of nonfinancial assets. The guidance was effective for the Company in the first quarter of fiscal 2019. The Company adopted the guidance in the first quarter of fiscal 2019, which did not have an impact on the condensed consolidated financial statements.

In January 2017, the FASB issued an ASU to clarify the definition of a business. The guidance was effective for the Company in the first quarter of fiscal 2019. The Company adopted the guidance in the first quarter of fiscal 2019, using the prospective method, which did not have a material impact on the condensed consolidated financial statements.

In January 2016, the FASB issued an ASU to address certain aspects of recognition, measurement, presentation and disclosure of financial instruments. Under this guidance, equity investments, other than those accounted for under the equity method of accounting or those that result in consolidation of the investee, are to be measured at fair value with the changes in fair value recognized in net income. The guidance was effective for the Company in the first quarter of fiscal 2019. The Company adopted the guidance in the first quarter of fiscal 2019. Due to the lack of readily available fair values for the Company's equity investments, other than those accounted for under the equity method of accounting, the Company elected to apply the practical expedient to measure these investments at cost minus impairment plus or minus changes resulting from observable price changes in orderly transactions for identical or similar investments of the same issuer. The guidance did not have an impact to the Company's condensed consolidated financial statements.

In May 2014, the FASB issued an ASU on revenue from contracts with customers which supersedes most current revenue recognition guidance. The standard outlines a single comprehensive model which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. Additionally, the standard requires disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Company adopted this guidance on September 29, 2018.

In connection with the new revenue recognition guidance, the Company completed a comprehensive contract review project and an evaluation of the standard's impact on the timing and presentation of various financial aspects of its contractual arrangements. The Company identified and implemented appropriate changes to business processes, controls and systems to support recognition and disclosure under the new standard. The adoption of the guidance did not have a material impact on the timing of revenue recognition or net income, but it did have an impact on the financial statement line item classification of certain items (see Note 7).

The Company adopted the new revenue recognition guidance using the modified retrospective transition method. This method allows the new standard to be applied retrospectively through a cumulative catch up adjustment recognized upon adoption. As such, comparative information in the Company’s financial statements has not been restated and continues to be reported under the accounting standards in effect for those periods. The cumulative transition adjustment, net of tax, was an increase to retained earnings upon adoption (approximately $58.4 million) mainly to capitalize costs to obtain contracts related to employee commissions previously expensed. See Note 1 to the Company’s consolidated financial statements in its fiscal 2018 Form 10-K for further information on its significant accounting policies related to revenue recognition and see Note 7 for further information on the impact of adopting the new revenue recognition standard.

Standards Not Yet Adopted (from most to least recent date of issuance)

In March 2019, the FASB issued an ASU which provides clarification regarding three issues related to the lease recognition standard. The guidance is effective for the Company in the first quarter of fiscal 2020 when the lease recognition standard will be adopted and early adoption is permitted. The Company is currently evaluating the impact of the pronouncement.

In August 2018, the FASB issued an ASU which adds, modifies and removes several disclosure requirements related to defined benefit pension plans. The guidance is effective for the Company in the first quarter of fiscal 2022 and early adoption is permitted. The Company is currently evaluating the impact of the pronouncement.

In August 2018, the FASB issued an ASU which adds, modifies and removes several disclosure requirements related to fair value measurements. The guidance is effective for the Company in the first quarter of fiscal 2021 and early adoption is permitted. The Company is currently evaluating the impact of the pronouncement.

In July 2018, the FASB issued two ASUs regarding the lease recognition standard. The guidance provides clarification on issues identified regarding the adoption of the standard, provides an additional transition method to adopt the standard and provides an additional practical expedient to lessors. The guidance is effective for the Company in the first quarter of fiscal 2020 and early adoption is permitted. The Company is currently evaluating the impact of the pronouncement.

In July 2018, the FASB issued an ASU which clarifies, corrects errors in or makes minor improvements to the Accounting Standards Codification. The guidance is effective for the Company either upon issuance or in the first quarter of fiscal 2020, depending on the amendment. There was no impact on the condensed consolidated financial statements related to the amendments that were effective upon issuance of the guidance and the Company is currently evaluating the impact of the remaining amendments of the pronouncement.

In February 2018, the FASB issued an ASU which allows for the reclassification of stranded tax effects resulting from the Tax Cuts and Jobs Act from accumulated other comprehensive income to retained earnings. The guidance is effective for the Company in the first quarter of fiscal 2020 and early adoption is permitted. The Company is currently evaluating the impact of the pronouncement.

In September 2017, the FASB issued an ASU to provide additional implementation guidance with respect to the revenue recognition standard (see above) and the leases recognition standard (see below). The guidance is effective for the Company in the first quarter of fiscal 2019 with respect to the revenue recognition standard and in the first quarter of fiscal 2020 with respect to the lease recognition standard. Early adoption is permitted. The Company adopted the revenue related portions of this standard in conjunction with the revenue recognition standard during the first quarter of fiscal 2019, as described above. The lease related portions of this standard will be adopted in the first quarter of fiscal 2020 in conjunction with the lease recognition standard.

In June 2016, the FASB issued an ASU to require entities to account for expected credit losses on financial instruments including trade receivables. The guidance is effective for the Company in the first quarter of fiscal 2021 and early adoption is permitted. The Company is currently evaluating the impact of the pronouncement.

In February 2016, the FASB issued an ASU requiring lessees to recognize most leases on their balance sheets as lease liabilities with corresponding right-of-use assets and to disclose key information about lease arrangements. Recognition of expense on the Condensed Consolidated Statements of Income will continue in a manner similar to current guidance. The Company will adopt this guidance using the modified retrospective approach with an adjustment to recognize lease liabilities offset by a right-of-use asset. This adjustment will be recorded at the beginning of the period of adoption in the first quarter of fiscal 2020; therefore, the Company will recognize and measure leases without revising comparative period information or disclosure.

For existing leases as of the effective date, the Company expects to elect the package of practical expedients available at transition to not reassess historical lease determinations, lease classifications and initial direct costs. Additionally, the Company does not expect to elect the use of hindsight for determining the reasonably certain lease term. The Company will elect the short-term lease recognition exemption whereby lease-related assets and liabilities will not be recognized for arrangements with terms less than one year.

The Company continues to review its lease arrangements in order to determine the impact the adoption of this ASU will have on its consolidated financial statements and related disclosures. Based on the assessment to date, the Company expects adoption of this standard to result in a material increase in lease-related assets and liabilities in its Condensed Consolidated Balance Sheets, but does not expect it to have a significant impact in its Condensed Consolidated Statements of Income or Cash Flows. The Company continues to assess the disclosure requirements, business processes, controls and systems.

Comprehensive Income

Comprehensive income includes all changes to stockholders' equity during a period, except those resulting from investments by and distributions to stockholders. Components of comprehensive income include net income (loss), changes in foreign currency translation adjustments (net of tax), pension plan adjustments (net of tax), changes in the fair value of cash flow hedges (net of tax) and changes to the share of any equity investees' comprehensive income or loss (net of tax).

The summary of the components of comprehensive income is as follows (in thousands):

	Three Months Ended					
	March 29, 2019			March 30, 2018		
	Pre-Tax Amount	Tax Effect	After-Tax Amount	Pre-Tax Amount	Tax Effect	After-Tax Amount
Net income			$ 29,310			$ 27,716
Pension plan adjustments	—	—	—	32,730	(19,351)	13,379
Foreign currency translation adjustments	8,842	131	8,973	13,353	(929)	12,424
Fair value of cash flow hedges	(23,851)	6,173	(17,678)	34,144	(9,936)	24,208
Share of equity investee's comprehensive income (loss)	50	—	50	(551)	—	(551)
Other comprehensive income (loss)	(14,959)	6,304	(8,655)	79,676	(30,216)	49,460
Comprehensive income			20,655			77,176
Less: Net income attributable to noncontrolling interest			(43)			147
Comprehensive income attributable to Aramark stockholders			$ 20,698			$ 77,029

	Six Months Ended					
	March 29, 2019			March 30, 2018		
	Pre-Tax Amount	Tax Effect	After-Tax Amount	Pre-Tax Amount	Tax Effect	After-Tax Amount
Net income			$ 279,988			$ 320,156
Pension plan adjustments	753	—	753	32,730	(19,351)	13,379
Foreign currency translation adjustments	(9,034)	—	(9,034)	19,738	(929)	18,809
Fair value of cash flow hedges	(56,553)	14,636	(41,917)	41,485	(12,072)	29,413
Share of equity investee's comprehensive income (loss)	(230)	—	(230)	(536)	—	(536)
Other comprehensive income (loss)	(65,064)	14,636	(50,428)	93,417	(32,352)	61,065
Comprehensive income			229,560			381,221
Less: Net income attributable to noncontrolling interest			(49)			303
Comprehensive income attributable to Aramark stockholders			$ 229,609			$ 380,918

Accumulated other comprehensive loss consists of the following (in thousands):

	March 29, 2019	September 28, 2018
Pension plan adjustments	$ (23,875)	$ (24,628)
Foreign currency translation adjustments	(102,845)	(93,811)
Cash flow hedges	(5,725)	36,192
Share of equity investee's accumulated other comprehensive loss	(9,206)	(8,976)
	$ (141,651)	$ (91,223)

Currency Translation

During fiscal 2018, Argentina was determined to have a highly inflationary economy. As a result, the Company remeasured the financial statements of Argentina's operations in accordance with the accounting guidance for highly inflationary economies. During both the three and six month periods of fiscal 2019, the impact of the foreign currency transactions were immaterial to the condensed consolidated financial statements.

Other Assets

Other assets consist primarily of costs to obtain or fulfill contracts, long-term prepaid rent, investments in 50% or less owned entities, computer software costs, long-term receivables and personalized work apparel, linens and other rental items in service.

NOTE 2. DIVESTITURES:

On November 9, 2018, the Company completed the sale of its wholly-owned Healthcare Technologies ("HCT") business for $293.7 million in cash. The transaction resulted in a pretax gain of $156.3 million (tax effected gain of $139.2 million) in the Condensed Consolidated Statements of Income. The Company evaluated the sale under the rules for discontinued operations and concluded it did not meet all of the criteria required.

NOTE 3. SEVERANCE:

During fiscal 2018, the Company commenced a new phase of strategic reinvestment and reorganization actions to streamline and improve efficiencies and effectiveness of its selling, general and administrative functions which resulted in a net severance charge of approximately $22.0 million and $39.5 million for the six months ended March 29, 2019 and March 30, 2018, respectively. As of March 29, 2019 and September 28, 2018, the Company had an accrual of approximately $23.5 million and $16.6 million, respectively, related to unpaid severance obligations. These obligations are expected to be paid through fiscal 2019.

NOTE 4. GOODWILL AND OTHER INTANGIBLE ASSETS:

Goodwill represents the excess of the fair value of consideration paid for an acquired entity over the fair value of assets acquired and liabilities assumed in a business combination. Goodwill is not amortized and is subject to an impairment test that the Company conducts annually or more frequently if a change in circumstances or the occurrence of events indicates that potential impairment exists, using discounted cash flows.

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Changes in total goodwill during the six months ended March 29, 2019 is as follows (in thousands):

Segment	September 28, 2018	Acquisitions and Divestitures	Translation	March 29, 2019
FSS United States[1]	$ 4,028,454	$ (86,981)	$ —	$ 3,941,473
FSS International	626,379	8,082	(12,702)	621,759
Uniform	955,735	3,895	(310)	959,320
	$ 5,610,568	$ (75,004)	$ (13,012)	$ 5,522,552

(1) Includes the removal of approximately $87.0 million of goodwill related to the divestiture of HCT during the first quarter of fiscal 2019 (see Note 2).

Other intangible assets consist of the following (in thousands):

	March 29, 2019			September 28, 2018		
	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
Customer relationship assets	$ 2,225,366	$ (1,182,303)	$ 1,043,063	$ 2,244,215	$ (1,156,811)	$ 1,087,404
Trade names	1,046,963	(2,385)	1,044,578	1,050,825	(1,385)	1,049,440
	$ 3,272,329	$ (1,184,688)	$ 2,087,641	$ 3,295,040	$ (1,158,196)	$ 2,136,844

Amortization of intangible assets for the six months ended March 29, 2019 and March 30, 2018 was approximately $59.1 million and $51.8 million, respectively.

NOTE 5. BORROWINGS:

Long-term borrowings, net, are summarized in the following table (in thousands):

	March 29, 2019	September 28, 2018
Senior secured revolving credit facility, due October 2023	$ 58,537	$ 77,000
Senior secured term loan facility, due October 2023	513,114	538,674
Senior secured term loan facility, due March 2024	1,126,519	1,325,923
Senior secured term loan facility, due March 2025	1,657,468	1,656,919
5.125% senior notes, due January 2024	902,629	902,908
5.000% senior notes, due April 2025	591,478	590,884
3.125% senior notes, due April 2025[(1)]	361,050	373,240
4.750% senior notes, due June 2026	494,402	494,082
5.000% senior notes, due February 2028	1,137,041	1,136,472
Receivables Facility, due May 2021	205,000	—
Capital leases	135,739	143,388
Other	7,648	4,494
	7,190,625	7,243,984
Less—current portion	(56,339)	(30,907)
	$ 7,134,286	$ 7,213,077

(1) This is a Euro denominated borrowing.

As of March 29, 2019, there was approximately $937.6 million of outstanding foreign currency borrowings.

Fiscal 2019 Refinancing Transactions

During the first quarter of fiscal 2019, the Company extended the maturity dates of the Revolving Credit Facility, Yen Term Loan due 2022, Canadian Term Loan due 2022, Canadian Term Loan due 2023 and Euro Term Loan due 2022 to October 1, 2023.

Also during the first quarter of fiscal 2019, the Company made an optional prepayment of approximately $200.0 million on the U.S. dollar denominated term loan due 2024.

NOTE 6. DERIVATIVE INSTRUMENTS:

The Company enters into contractual derivative arrangements to manage changes in market conditions related to interest on debt obligations, foreign currency exposures and exposure to fluctuating gasoline and diesel fuel prices. Derivative instruments utilized during the period include interest rate swap agreements, foreign currency forward exchange contracts and gasoline and diesel fuel agreements. All derivative instruments are recognized as either assets or liabilities on the balance sheet at fair value at the end of each quarter. The counterparties to the Company's contractual derivative agreements are all major international financial institutions. The Company is exposed to credit loss in the event of nonperformance by these counterparties. The Company continually monitors its positions and the credit ratings of its counterparties, and does not anticipate nonperformance by the counterparties. For designated hedging relationships, the Company formally documents the hedging relationship and its risk management objective and strategy for undertaking the hedge, the hedging instrument, the hedged item, the nature of the risk being hedged, and how the hedging instrument's effectiveness in offsetting the hedged risk will be assessed prospectively and retrospectively. The Company also formally assesses, both at the hedge's inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting cash flows of hedged items.

Cash Flow Hedges

The Company has approximately $2.8 billion notional amount of outstanding interest rate swap agreements as of March 29, 2019, which fixes the rate on a like amount of variable rate borrowings through the first quarter of fiscal 2023. During the second quarter of fiscal 2019, the Company entered into approximately $500.0 million notional amount of forward starting interest rate swap agreements to hedge the cash flow risk of variability in interest payments on variable rate borrowings. In addition, interest rate swaps with a notional amount of $300.0 million matured during the second quarter of fiscal 2019.

Changes in the fair value of a derivative that is designated as and meets all the required criteria for a cash flow hedge are recorded in accumulated other comprehensive income (loss) and reclassified into earnings as the underlying hedged item affects earnings. Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. As of March 29, 2019 and September 28, 2018, approximately ($5.7) million and $36.2 million of unrealized net of tax gains (losses) related to the interest rate swaps were included in "Accumulated other comprehensive loss," respectively.

The following table summarizes the effect of our derivatives designated as cash flow hedging instruments on Other comprehensive income (loss) (in thousands):

	Three Months Ended	
	March 29, 2019	March 30, 2018
Interest rate swap agreements	$ (21,524)	$ 31,323

	Six Months Ended	
	March 29, 2019	March 30, 2018
Interest rate swap agreements	$ (52,525)	$ 36,568

Derivatives not Designated in Hedging Relationships

The Company entered into a series of pay fixed/receive floating gasoline and diesel fuel agreements based on the Department of Energy weekly retail on-highway index in order to limit its exposure to price fluctuations for gasoline and diesel fuel. As of March 29, 2019, the Company has contracts for approximately 13.9 million gallons outstanding through the second quarter of fiscal 2020. The Company does not record its gasoline and diesel fuel agreements as hedges for accounting purposes. The impact on earnings related to the change in fair value of these unsettled contracts was a gain of approximately $4.9 million and a loss of approximately $4.3 million for the three and six months ended March 29, 2019, respectively. The impact on earnings related to the change in fair value of these unsettled contracts was a loss of approximately $1.7 million and a gain of approximately $0.2 million for the three and six months ended March 30, 2018, respectively. The change in fair value for unsettled contracts is included in "Selling and general corporate expenses" in the Condensed Consolidated Statements of Income. When the contracts settle, the gain or loss is recorded to"Costs of services provided" in the Condensed Consolidated Statements of Income.

As of March 29, 2019, the Company had foreign currency forward exchange contracts outstanding with notional amounts of €15.5 million to mitigate the risk of changes in foreign currency exchange rates on short-term intercompany loans to certain international subsidiaries. Gains and losses on these foreign currency exchange contracts are recognized in earnings as the contracts were not designated as hedging instruments, substantially offsetting currency transaction gains and losses on the short-term intercompany loans.

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The following table summarizes the location and fair value, using Level 2 inputs (see Note 14 for a description of the fair value levels), of the Company's derivatives designated and not designated as hedging instruments in the Condensed Consolidated Balance Sheets (in thousands):

	Balance Sheet Location	March 29, 2019	September 28, 2018
ASSETS			
Designated as hedging instruments:			
Interest rate swap agreements	Prepayments and other current assets	$ —	$ 1,459
Interest rate swap agreements	Noncurrent Assets	2,076	54,708
Not designated as hedging instruments:			
Foreign currency forward exchange contracts	Prepayments and other current assets	$ —	$ 209
Gasoline and diesel fuel agreements	Prepayments and other current assets	—	3,623
		$ 2,076	$ 59,999
LIABILITIES			
Designated as hedging instruments:			
Interest rate swap agreements	Other Noncurrent Liabilities	$ 1,294	$ —
Not designated as hedging instruments:			
Foreign currency forward exchange contracts	Accounts payable	$ 35	$ —
Gasoline and diesel fuel agreements	Accounts payable	710	—
		$ 2,039	$ —

The following table summarizes the location of (gain) loss reclassified from "Accumulated other comprehensive loss" into earnings for derivatives designated as hedging instruments and the location of (gain) loss for our derivatives not designated as hedging instruments in the Condensed Consolidated Statements of Income (in thousands):

		Three Months Ended	
	Income Statement Location	March 29, 2019	March 30, 2018
Designated as hedging instruments:			
Interest rate swap agreements	Interest expense	$ (2,327)	$ 2,821
Not designated as hedging instruments:			
Gasoline and diesel fuel agreements	Costs of services provided / Selling and general corporate expenses	$ (3,675)	$ (61)
Foreign currency forward exchange contracts	Interest expense	66	1,100
		(3,609)	1,039
		$ (5,936)	$ 3,860

		Six Months Ended	
	Income Statement Location	March 29, 2019	March 30, 2018
Designated as hedging instruments:			
Interest rate swap agreements	Interest expense	$ (4,029)	$ 4,917
Not designated as hedging instruments:			
Gasoline and diesel fuel agreements	Costs of services provided / Selling and general corporate expenses	$ 5,469	$ (3,477)
Foreign currency forward exchange contracts	Interest expense	244	451
		5,713	(3,026)
		$ 1,684	$ 1,891

At March 29, 2019, the net of tax gain expected to be reclassified from "Accumulated other comprehensive loss" into earnings over the next twelve months based on current market rates is approximately $3.4 million.

NOTE 7. REVENUE RECOGNITION:

The Company generates revenue through sales of food, facility and uniform services to customers based on written contracts at the locations we serve. Within our FSS United States and FSS International segments, we provide food and beverage services, including catering and retail services, or facilities services, including plant operations and maintenance, custodial, housekeeping, landscaping and other services. Within our Uniform segment, the Company provides a full service uniform solution, including delivery, cleaning and maintenance. In accordance with Accounting Standards Codification 606 ("ASC 606"), the Company accounts for a customer contract when both parties have approved the arrangement and are committed to perform their respective obligations, each party's rights can be identified, payment terms can be identified, the contract has commercial substance and it is probable the Company will collect substantially all of the consideration to which it is entitled. Revenue is recognized upon the transfer of control of the promised product or service to customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods and services.

Performance Obligations

The Company recognizes revenue when its performance obligation is satisfied. Each contract generally has one performance obligation, which is satisfied over time. The Company primarily accounts for its performance obligations under the series guidance, using the as-invoiced practical expedient when applicable. The Company applies the right to invoice practical expedient to record revenue as the services are provided, given the nature of the services provided and the frequency of billing under the customer contracts. Under this practical expedient, the Company recognizes revenue in an amount that corresponds directly with the value to the customer of the Company’s performance completed to date and for which the Company has the right to invoice the customer. Certain arrangements include performance obligations which include variable consideration (primarily per transaction fees). For these arrangements, the Company does not need to estimate the variable consideration for the contract and allocate to the entire performance obligation; therefore, the variable fees are recognized in the period they are earned.

Impact of New Revenue Recognition Standard

As a result of the adoption of ASC 606, the following changes occurred with respect to financial statement line item classification in the Company's condensed consolidated financial statements:

Transition Adjustment:

- costs to obtain contracts related to employee sales commissions, previously expensed to “Cost of services provided” at contract inception, are now capitalized in “Other Assets” ($97.2 million and $103.8 million as of September 29, 2018 and March 29, 2019, respectively);

Other Reclassifications and Changes in Presentation:

- certain fees within the Uniform segment, $95.8 million and $191.1 million for the three and six month periods of fiscal 2019, previously recognized as a reduction to “Cost of services provided,” are now recognized in “Revenue;”
- client contract investments, previously capitalized within “Other Assets” and amortized to “Depreciation and amortization” will continue to be expensed over the contract life as either a leasehold improvement in “Property and equipment, net” ($795.1 million as of March 29, 2019) or as long-term prepaid rent or costs to fulfill in “Other Assets” ($186.4 million and $112.9 million as of March 29, 2019, respectively) and primarily classified in “Depreciation and amortization” or “Cost of services provided;”
- costs to fulfill contracts related to personalized work apparel, linens and other rental items in service, previously capitalized within "Inventories" are now capitalized within "Other Assets" ($345.0 million as of March 29, 2019); and
- certain client contract investments, previously included within "Purchases of property and equipment and other" in Net cash provided by (used in) investing activities on the Condensed Consolidated Statements of Cash Flows, are now included within "Payments made to clients on contracts" in Net cash provided by operating activities.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The following table compares the reported Condensed Consolidated Balance Sheet as of March 29, 2019, to the balances had the previous revenue accounting guidance remained in effect (in thousands):

	March 29, 2019		
	As Reported	Adoption adjustments of ASC 606	Balances without adoption of ASC 606
ASSETS			
Current Assets:			
Cash and cash equivalents	$ 195,387	$ —	$ 195,387
Receivables, net	1,878,151	—	1,878,151
Inventories	400,269	344,953	745,222
Prepayments and other current assets	156,796	—	156,796
Total current assets	2,630,603	344,953	2,975,556
Property and Equipment, net	2,142,944	(795,096)	1,347,848
Goodwill	5,522,552	—	5,522,552
Other Intangible Assets	2,087,641	—	2,087,641
Other Assets	1,327,074	339,781	1,666,855
	$ 13,710,814	$ (110,362)	$ 13,600,452
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities:			
Current maturities of long-term borrowings	$ 56,339	$ —	$ 56,339
Accounts payable	911,785	—	911,785
Accrued expenses and other current liabilities	1,342,981	(23,526)	1,319,455
Total current liabilities	2,311,105	(23,526)	2,287,579
Long-Term Borrowings	7,134,286	—	7,134,286
Deferred Income Taxes and Other Noncurrent Liabilities	1,021,749	(23,544)	998,205
Redeemable Noncontrolling Interest	9,994	—	9,994
Stockholders' Equity:			
Common stock	2,812	—	2,812
Capital surplus	3,180,943	—	3,180,943
Retained earnings	992,736	(63,292)	929,444
Accumulated other comprehensive loss	(141,651)	—	(141,651)
Treasury stock	(801,160)	—	(801,160)
Total stockholders' equity	3,233,680	(63,292)	3,170,388
	$ 13,710,814	$ (110,362)	$ 13,600,452

The following table compares the reported Condensed Consolidated Statements of Income for the three and six month period ended March 29, 2019, to the balances had the previous revenue accounting guidance remained in effect (in thousands):

	Three Months Ended March 29, 2019		
	As Reported	Adoption adjustments of ASC 606	Balances without adoption of ASC 606
Revenue	$ 3,999,987	$ (91,583)	$ 3,908,404
Costs and Expenses:			
Cost of services provided	3,639,959	(94,490)	3,545,469
Depreciation and amortization	147,908	4,893	152,801
Selling and general corporate expenses	88,285	—	88,285
Gain on sale of Healthcare Technologies	1,000	—	1,000
	3,877,152	(89,597)	3,787,555
Operating income	122,835	(1,986)	120,849
Interest and Other Financing Costs, net	84,178	—	84,178
Income Before Income Taxes	38,657	(1,986)	36,671
Provision for Income Taxes	9,347	(514)	8,833
Net income	29,310	(1,472)	27,838
Less: Net income (loss) attributable to noncontrolling interest	(43)	—	(43)
Net income attributable to Aramark stockholders	$ 29,353	$ (1,472)	$ 27,881

	Six Months Ended March 29, 2019		
	As Reported	Adoption adjustments of ASC 606	Balances without adoption of ASC 606
Revenue	$ 8,265,336	$ (180,090)	$ 8,085,246
Costs and Expenses:			
Cost of services provided	7,434,404	(183,197)	7,251,207
Depreciation and amortization	298,629	7,899	306,528
Selling and general corporate expenses	192,415	—	192,415
Gain on sale of Healthcare Technologies	(156,309)	—	(156,309)
	7,769,139	(175,298)	7,593,841
Operating income	496,197	(4,792)	491,405
Interest and Other Financing Costs, net	167,155	—	167,155
Income Before Income Taxes	329,042	(4,792)	324,250
Provision for Income Taxes	49,054	(1,241)	47,813
Net income	279,988	(3,551)	276,437
Less: Net income (loss) attributable to noncontrolling interest	(49)	—	(49)
Net income attributable to Aramark stockholders	$ 280,037	$ (3,551)	$ 276,486

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Disaggregation of Revenue

The following table presents revenue disaggregated by revenue source (in millions):

	Three Months Ended	Six Months Ended
	March 29, 2019	March 29, 2019
FSS United States:		
Business & Industry	$ 394.8	$ 794.7
Education	901.6	1,917.9
Healthcare	221.4	484.7
Sports, Leisure & Corrections	504.7	1,099.0
Facilities & Other	394.5	781.0
Total FSS United States	$ 2,417.0	$ 5,077.3
FSS International:		
Europe	512.0	1,032.2
Rest of World	430.0	863.0
Total FSS International	$ 942.0	$ 1,895.2
Uniform	$ 641.0	$ 1,292.8
Total Revenue	$ 4,000.0	$ 8,265.3

Contract Balances

The Company defers sales commissions earned by our sales force that are considered to be incremental and recoverable costs of obtaining a contract tied to its food, facilities and uniform services. The deferred costs are amortized using the portfolio approach on a straight line basis over the average period of benefit and are assessed for impairment on a periodic basis. Determination of the amortization period and the subsequent assessment for impairment of the contract cost asset requires judgment. During the three and six months ended March 29, 2019, the Company expensed approximately $3.6 million and $7.2 million of these costs to “Cost of services provided” in the Condensed Consolidated Statements of Income.

Costs to fulfill contracts includes payments made by the Company to enhance the service resources used by the Company to satisfy its performance obligation. These amounts are amortized over the contract period. If a contract is terminated prior to its maturity date, the Company is typically reimbursed for the unamortized amount. During the three and six months ended March 29, 2019, the Company expensed approximately $4.8 million and $9.9 million of these costs to "Depreciation and amortization" in the Condensed Consolidated Statements of Income.

Other costs to fulfill contracts represent personalized work apparel, linens and other rental items in service. The amounts are recorded at cost and are amortized over their estimated useful lives, which primarily range from one to four years. The amortization rates used are based on the Company's specific experience. The Company recorded expense of approximately $78.4 million and $157.5 million during the three and six months ended March 29, 2019 related to these costs, which was recorded in "Costs of services provided" in the Condensed Consolidated Statements of Income.

Deferred income is recognized in "Accrued expenses and other current liabilities" in the Condensed Consolidated Balance Sheets when the Company has received consideration, or has the right to receive consideration, in advance of the transfer of the performance obligation of the contract to the customer, primarily prepaid meal plans. The consideration received remains a liability until the goods or services have been provided to the customer. The Company classifies deferred income as current as the arrangement is short term in nature.

During the six months ended March 29, 2019, deferred income increased related to customer prepayments and decreased related to income recognized during the period as a result of satisfying the performance obligation. Below is a summary of the changes (in millions):

	Balance, September 28, 2018	Add: Net increase in current period deferred income	Less: Recognition of deferred income	Balance, March 29, 2019
Deferred income	$ 281.5	628.5	(676.4)	$ 233.6

NOTE 8. INCOME TAXES:

On December 22, 2017, “H.R.1,” commonly referred to as the “Tax Cuts and Jobs Act” (the “Tax Legislation”) was signed into U.S. law. The Tax Legislation, which was effective on January 1, 2018, significantly revised the U.S. tax code by, among other things, lowering the corporate income tax rate from 35.0% to 21.0% and implementing new international tax provisions that included a one-time transition tax on deemed repatriated earnings of foreign subsidiaries. Though certain key aspects of the new law were effective January 1, 2018 and had an immediate accounting impact, other significant provisions were not effective or did not result in accounting implications for the Company until after the fiscal year-end September 28, 2018. The provisions effective for fiscal 2019 are the tax on "Global Intangible Low-Taxed Income" ("GILTI"), the deduction for "Foreign-Derived Intangible Income" ("FDII"), the 163(j) limitation on interest expense and the 162(m) limitation on certain executive compensation.

During fiscal 2018, the Company made reasonable estimates related to certain impacts of the Tax Legislation and, in accordance with the Securities and Exchange Commission (“SEC”) Staff Accountant Bulletin No. 118, Income Tax Accounting Implications of the Tax Cut and Jobs Act (“SAB 118”), recorded provisional estimates during a measurement period when it did not have the necessary information available, prepared, or analyzed in reasonable detail to complete its accounting for the change in tax law.

As a result of the Tax Legislation, the Company reassessed during fiscal 2018 the ability to recover its $27.2 million of foreign tax credit ("FTC") carryforwards. Based on currently available information, the Company believed it would not generate sufficient foreign source income in the carryforward period to utilize a portion of these credits. As a result, the Company recorded a valuation allowance of $13.1 million against its foreign tax credit carryforward during fiscal 2018 as a provisional estimate. On the basis of proposed Treasury Regulations issued subsequent to the filing of the Company's Annual Report on Form 10-K on November 21, 2018, the Company recorded an adjustment to reduce the $13.1 million valuation allowance by $9.5 million, which was recorded as a tax benefit to the provision for income taxes during the first quarter of fiscal 2019. During the second quarter of fiscal 2019, the Company reduced the remaining $3.6 million valuation allowance and recorded a related uncertain tax position of $2.7 million, resulting in a net benefit to the provision for income taxes of $0.9 million.

The Tax Legislation contains additional international provisions which impact the Company beginning in the period ended December 28, 2018, including the tax on “Global Intangible Low-Taxed Income” (“GILTI”). The impact of the GILTI liability is not expected to have a significant impact on the financial statements for the fiscal year ending September 27, 2019. The Company is electing to treat taxes due on future U.S. inclusions in taxable income related to GILTI as a current-period expense when incurred (the “period cost method”).

The accounting for the impact of the Tax Legislation is complete and the Company closed the measurement period related to SAB 118.

NOTE 9. STOCKHOLDERS' EQUITY:

During the six months ended March 29, 2019 and March 30, 2018, the Company paid dividends of approximately $54.2 million and $51.5 million to its stockholders, respectively. On May 1, 2019, the Company's Board declared a $0.110 dividend per share of common stock, payable on May 30, 2019, to shareholders of record on the close of business on May 16, 2019. During the first quarter of fiscal 2019, the Company completed a repurchase of 1.6 million shares of its common stock for $50.0 million. During the first quarter of fiscal 2018, the Company completed a repurchase of 0.6 million shares of its common stock for $24.4 million.

NOTE 10. SHARE-BASED COMPENSATION:

The following table summarizes the share-based compensation expense and related information for Time-Based Options ("TBOs"), Time-Based Restricted Stock Units ("RSUs"), Performance Stock Units and Performance Restricted Stock ("PSUs"), and Deferred Stock and Other Units classified as "Selling and general corporate expenses" in the Condensed Consolidated Statements of Income (in millions).

	Three Months Ended		Six Months Ended	
	March 29, 2019	March 30, 2018	March 29, 2019	March 30, 2018
TBOs	$ 3.1	$ 4.8	$ 8.4	$ 9.8
RSUs	7.2	6.1	16.1	11.9
PSUs	3.9	5.6	7.7	10.9
Deferred Stock and Other Units	0.4	0.5	1.0	0.9
	$ 14.6	$ 17.0	$ 33.2	$ 33.5
Taxes related to share-based compensation	$ 3.6	$ 4.8	$ 8.2	$ 9.4

The below table summarizes the number of shares granted and the weighted-average grant-date fair value per unit during the six months ended March 29, 2019:

	Shares Granted (in millions)	Weighted-Average Grant-Date Fair Value (dollars per share)
TBOs	1.8	$ 8.32
RSUs	1.1	$ 36.61
PSUs[1]	1.3	$ 36.65
Deferred Stock Units	0.1	$ 32.82
	4.3	

(1) Includes approximately 0.5 million shares resulting from the payout of the 2016 PSU grants due to exceeding the adjusted earnings per share target.

NOTE 11. EARNINGS PER SHARE:

Basic earnings per share is computed using the weighted average number of common shares outstanding during the periods presented. Diluted earnings per share is computed using the weighted average number of common shares outstanding adjusted to include the potentially dilutive effect of stock awards.

The following table sets forth the computation of basic and diluted earnings per share attributable to the Company's stockholders (in thousands, except per share data):

	Three Months Ended		Six Months Ended	
	March 29, 2019	March 30, 2018	March 29, 2019	March 30, 2018
Earnings:				
Net income attributable to Aramark stockholders	$ 29,353	$ 27,569	$ 280,037	$ 319,853
Shares:				
Basic weighted-average shares outstanding	246,217	245,648	246,540	245,366
Effect of dilutive securities	4,130	6,837	4,815	7,014
Diluted weighted-average shares outstanding	250,347	252,485	251,355	252,380
Basic Earnings Per Share:				
Net income attributable to Aramark stockholders	$ 0.12	$ 0.11	$ 1.14	$ 1.30
Diluted Earnings Per Share:				
Net income attributable to Aramark stockholders	$ 0.12	$ 0.11	$ 1.11	$ 1.27

Share-based awards to purchase 8.6 million and 1.8 million shares were outstanding for the three months ended March 29, 2019 and March 30, 2018, respectively, but were not included in the computation of diluted earnings per common share, as their effect would have been antidilutive. In addition, PSUs related to 1.7 million shares and 1.8 million shares were outstanding for the three month periods of March 29, 2019 and March 30, 2018, respectively, but were not included in the computation of diluted earnings per common share, as the performance targets were not yet met.

Share-based awards to purchase 7.2 million and 1.3 million shares were outstanding for the six months ended March 29, 2019 and March 30, 2018, respectively, but were not included in the computation of diluted earnings per common share, as their effect would have been antidilutive. In addition, PSUs related to 1.7 million shares and 1.8 million shares were outstanding for the six month periods of March 29, 2019 and March 30, 2018, respectively, but were not included in the computation of diluted earnings per common share, as the performance targets were not yet met.

NOTE 12. COMMITMENTS AND CONTINGENCIES:

Certain of the Company's lease arrangements, primarily vehicle leases, with terms of one to eight years, contain provisions related to residual value guarantees. The maximum potential liability to the Company under such arrangements was approximately $34.3 million at March 29, 2019 if the terminal fair value of vehicles coming off lease was zero. Consistent with past experience, management does not expect any significant payments will be required pursuant to these arrangements. No amounts have been accrued for guarantee arrangements at March 29, 2019.

From time to time, the Company and its subsidiaries are a party to various legal actions, proceedings and investigations involving claims incidental to the conduct of their business, including actions by clients, consumers, employees, government entities and third parties, including under federal, state, international, national, provincial and local employment laws, wage and hour laws, discrimination laws, immigration laws, human health and safety laws, import and export controls and customs laws, environmental laws, false claims or whistleblower statutes, minority, women and disadvantaged business enterprise statutes, tax codes, antitrust and competition laws, consumer protection statutes, procurement regulations, intellectual property laws, food safety and sanitation laws, cost and accounting principles, the Foreign Corrupt Practices Act, the U.K. Bribery Act, other anti-corruption laws, lobbying laws, motor carrier safety laws, data privacy and security laws and alcohol licensing and service laws, or alleging negligence and/or breaches of contractual and other obligations. Based on information currently available, advice of counsel, available insurance coverage, established reserves and other resources, the Company does not believe that any such actions are likely to be, individually or in the aggregate, material to its business, financial condition, results of operations or cash flows. However, in the event of unexpected further developments, it is possible that the ultimate resolution of these matters, or other similar matters, if unfavorable, may be materially adverse to the Company's business, financial condition, results of operations or cash flows.

NOTE 13. BUSINESS SEGMENTS:

The Company reported its operating results in three reportable segments: FSS United States, FSS International and Uniform. Corporate includes general expenses not specifically allocated to an individual segment and share-based compensation expense (see Note 10). In the Company's food and support services segments, approximately 77% of the global revenue is related to food services and 23% is related to facilities services. Financial information by segment follows (in millions):

	Revenue	
	Three Months Ended	
	March 29, 2019	March 30, 2018
FSS United States	$ 2,417.0	$ 2,506.4
FSS International	942.0	925.3
Uniform	641.0	507.6
	$ 4,000.0	$ 3,939.3

	Operating Income	
	Three Months Ended	
	March 29, 2019	March 30, 2018
FSS United States	$ 68.8	$ 137.9
FSS International	41.9	13.9
Uniform	38.2	30.0
	148.9	181.8
Corporate	(26.1)	(46.8)
Operating Income	122.8	135.0
Interest and Other Financing Costs, net	84.2	92.7
Income Before Income Taxes	$ 38.6	$ 42.3

	Revenue	
	Six Months Ended	
	March 29, 2019	March 30, 2018
FSS United States	$ 5,077.3	$ 5,156.0
FSS International	1,895.2	1,838.3
Uniform	1,292.8	910.1
	$ 8,265.3	$ 7,904.4

	Operating Income	
	Six Months Ended	
	March 29, 2019	March 30, 2018
FSS United States	$ 432.6	$ 317.9
FSS International	53.3	57.8
Uniform	90.9	74.5
	576.8	450.2
Corporate	(80.6)	(98.3)
Operating Income	496.2	351.9
Interest and Other Financing Costs, net	167.2	166.8
Income Before Income Taxes	$ 329.0	$ 185.1

NOTE 14. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES:

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities recorded at fair value are classified based upon the level of judgment associated with the inputs used to measure their fair value. The hierarchical levels related to the subjectivity of the valuation inputs are defined as follows:

- Level 1—inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets

- Level 2—inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument
- Level 3—inputs to the valuation methodology are unobservable and significant to the fair value measurement

Recurring Fair Value Measurements

The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivable, accounts payable, borrowings and derivatives. Management believes that the carrying value of cash and cash equivalents, accounts receivable and accounts payable are representative of their respective fair values. In conjunction with the fair value measurement of the derivative instruments, the Company made an accounting policy election to measure the credit risk of its derivative instruments that are subject to master netting agreements on a net basis by counterparty portfolio, the gross values would not be materially different. The fair value of the Company's debt at March 29, 2019 and September 28, 2018 was $7,271.6 million and $7,303.1 million, respectively. The carrying value of the Company's debt at March 29, 2019 and September 28, 2018 was $7,190.6 million and $7,244.0 million, respectively. The fair values were computed using market quotes, if available, or based on discounted cash flows using market interest rates as of the end of the respective periods. The inputs utilized in estimating the fair value of the Company's debt have been classified as level 2 in the fair value hierarchy levels.

NOTE 15. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS OF ARAMARK AND SUBSIDIARIES:

The following condensed consolidating financial statements of the Company have been prepared pursuant to Rule 3-10 of Regulation S-X.

The condensed consolidating financial statements are presented for: (i) Aramark (the "Parent"); (ii) Aramark Services, Inc. and Aramark International Finance S.à r.l. (the "Issuers"); (iii) the guarantors; (iv) the non guarantors; (v) elimination entries necessary to consolidate the Parent with the Issuers, the guarantors and non guarantors; and (vi) the Company on a consolidated basis. Each of the guarantors is wholly-owned, directly or indirectly, by the Company.
The 5.125% Senior Notes due 2024 (the "2024 Notes"), 5.000% Senior Notes due April 1, 2025 (the "5.000% 2025 Notes"), 3.125% Senior Notes due April 1, 2025 (the "3.125% 2025 Notes" and, together with the 5.000% 2025 Notes, the "2025 Notes"), 4.75% Senior Notes due June 1, 2026 ("2026 Notes") and 5.000% Senior Notes due February 1, 2028 (the "2028 Notes") are obligations of the Company's wholly-owned subsidiary, Aramark Services, Inc., (other than the 3.125% 2025 Notes, which are obligations of the Company's wholly owned subsidiary, Aramark International Finance S.a.r.l) and are each jointly and severally guaranteed on a senior unsecured basis by the Company and substantially all of the Company's existing and future domestic subsidiaries (excluding the Receivables Facility subsidiary) ("Guarantors"). All other subsidiaries of the Company, either direct or indirect, do not guarantee the 2024 Notes, 2025 Notes, 2026 Notes or 2028 Notes ("Non Guarantors"). The Guarantors also guarantee certain other debt. These condensed consolidating financial statements have been prepared from the Company's financial information on the same basis of accounting as the condensed consolidated financial statements. Interest expense and certain other costs are partially allocated to all of the subsidiaries of the Company. Goodwill and other intangible assets have been allocated to the subsidiaries based on management's estimates.

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATING BALANCE SHEETS

March 29, 2019

(in thousands)

	Aramark (Parent)	Issuers	Guarantors	Non Guarantors	Eliminations	Consolidated
ASSETS						
Current Assets:						
Cash and cash equivalents	$ 5	$ 31,508	$ 23,754	$ 140,120	$ —	$ 195,387
Receivables	—	2,362	522,706	1,353,083	—	1,878,151
Inventories	—	16,041	261,024	123,204	—	400,269
Prepayments and other current assets	—	14,164	67,606	75,026	—	156,796
Total current assets	5	64,075	875,090	1,691,433	—	2,630,603
Property and Equipment, net	—	46,370	1,737,050	359,524	—	2,142,944
Goodwill	—	173,104	4,701,882	647,566	—	5,522,552
Investment in and Advances to Subsidiaries	3,233,675	6,908,790	—	743,584	(10,886,049)	—
Other Intangible Assets	—	29,684	1,861,457	196,500	—	2,087,641
Other Assets	—	23,761	986,975	318,340	(2,002)	1,327,074
	$ 3,233,680	$ 7,245,784	$ 10,162,454	$ 3,956,947	$ (10,888,051)	$ 13,710,814
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current Liabilities:						
Current maturities of long-term borrowings	$ —	$ 3,654	$ 28,744	$ 23,941	$ —	$ 56,339
Accounts payable	—	140,146	435,951	335,688	—	911,785
Accrued expenses and other current liabilities	—	151,055	863,268	328,570	88	1,342,981
Total current liabilities	—	294,855	1,327,963	688,199	88	2,311,105
Long-term Borrowings	—	6,360,687	73,177	700,422	—	7,134,286
Deferred Income Taxes and Other Noncurrent Liabilities	—	394,677	512,591	114,481	—	1,021,749
Intercompany Payable	—	—	4,552,727	731,000	(5,283,727)	—
Redeemable Noncontrolling Interest	—	—	9,994	—	—	9,994
Total Stockholders' Equity	3,233,680	195,565	3,686,002	1,722,845	(5,604,412)	3,233,680
	$ 3,233,680	$ 7,245,784	$ 10,162,454	$ 3,956,947	$ (10,888,051)	$ 13,710,814

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATING BALANCE SHEETS

September 28, 2018

(in thousands)

	Aramark (Parent)	Issuers	Guarantors	Non Guarantors	Eliminations	Consolidated
ASSETS						
Current Assets:						
Cash and cash equivalents	$ 5	$ 50,716	$ 29,844	$ 134,460	$ —	$ 215,025
Receivables	—	1,038	443,599	1,345,796	—	1,790,433
Inventories	—	15,857	592,259	116,686	—	724,802
Prepayments and other current assets	—	21,411	86,100	63,654	—	171,165
Total current assets	5	89,022	1,151,802	1,660,596	—	2,901,425
Property and Equipment, net	—	28,341	1,013,523	336,230	—	1,378,094
Goodwill	—	173,104	4,783,547	653,917	—	5,610,568
Investment in and Advances to Subsidiaries	3,029,553	7,441,605	90,049	844,245	(11,405,452)	—
Other Intangible Assets	—	29,684	1,919,795	187,365	—	2,136,844
Other Assets	—	100,754	1,264,976	329,443	(2,002)	1,693,171
	$ 3,029,558	$ 7,862,510	$ 10,223,692	$ 4,011,796	$ (11,407,454)	$ 13,720,102
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current Liabilities:						
Current maturities of long-term borrowings	$ —	$ —	$ 26,564	$ 4,343	$ —	$ 30,907
Accounts payable	—	128,460	483,606	406,854	—	1,018,920
Accrued expenses and other current liabilities	—	205,807	926,794	307,643	88	1,440,332
Total current liabilities	—	334,267	1,436,964	718,840	88	2,490,159
Long-term Borrowings	—	6,651,110	82,097	479,870	—	7,213,077
Deferred Income Taxes and Other Noncurrent Liabilities	—	432,583	466,331	78,301	—	977,215
Intercompany Payable	—	—	4,827,084	955,407	(5,782,491)	—
Redeemable Noncontrolling Interest	—	—	10,093	—	—	10,093
Total Stockholders' Equity	3,029,558	444,550	3,401,123	1,779,378	(5,625,051)	3,029,558
	$ 3,029,558	$ 7,862,510	$ 10,223,692	$ 4,011,796	$ (11,407,454)	$ 13,720,102

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

For the three months ended March 29, 2019

(in thousands)

	Aramark (Parent)	Issuers	Guarantors	Non Guarantors	Eliminations	Consolidated
Revenue	$ —	$ 260,057	$ 2,629,407	$ 1,110,523	$ —	$ 3,999,987
Costs and Expenses:						
Cost of services provided	—	234,485	2,375,337	1,030,137	—	3,639,959
Depreciation and amortization	—	3,817	118,261	25,830	—	147,908
Selling and general corporate expenses	—	35,870	45,374	7,041	—	88,285
Gain on sale of Healthcare Technologies	—	—	1,000	—	—	1,000
Interest and other financing costs, net	—	78,353	1,036	4,789	—	84,178
Expense allocations	—	85,651	(89,505)	3,854	—	—
	—	438,176	2,451,503	1,071,651	—	3,961,330
Income (Loss) before Income Tax	—	(178,119)	177,904	38,872	—	38,657
Provision (Benefit) for Income Taxes	—	(35,757)	35,298	9,806	—	9,347
Equity in Net Income of Subsidiaries	29,353	—	—	—	(29,353)	—
Net income (loss)	29,353	(142,362)	142,606	29,066	(29,353)	29,310
Less: Net income (loss) attributable to noncontrolling interest	—	—	(43)	—	—	(43)
Net income (loss) attributable to Aramark stockholders	29,353	(142,362)	142,649	29,066	(29,353)	29,353
Other comprehensive (loss), net of tax	(8,655)	(17,074)	—	(5,890)	22,964	(8,655)
Comprehensive income (loss) attributable to Aramark stockholders	$ 20,698	$ (159,436)	$ 142,649	$ 23,176	$ (6,389)	$ 20,698

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

For the six months ended March 29, 2019

(in thousands)

	Aramark (Parent)	Issuers	Guarantors	Non Guarantors	Eliminations	Consolidated
Revenue	$ —	$ 528,579	$ 5,478,334	$ 2,258,423	$ —	$ 8,265,336
Costs and Expenses:						
Cost of services provided	—	481,094	4,839,939	2,113,371	—	7,434,404
Depreciation and amortization	—	8,289	239,243	51,097	—	298,629
Selling and general corporate expenses	—	91,612	86,926	13,877	—	192,415
Gain on sale of Healthcare Technologies	—	—	(156,309)	—	—	(156,309)
Interest and other financing costs, net	—	156,912	2,007	8,236	—	167,155
Expense allocations	—	(144,938)	136,296	8,642	—	—
	—	592,969	5,148,102	2,195,223	—	7,936,294
Income before Income Taxes	—	(64,390)	330,232	63,200	—	329,042
Provision (Benefit) for Income Taxes	—	(27,017)	60,298	15,773	—	49,054
Equity in Net Income of Subsidiaries	280,037	—	—	—	(280,037)	—
Net income	280,037	(37,373)	269,934	47,427	(280,037)	279,988
Less: Net income (loss) attributable to noncontrolling interest	—	—	(49)	—	—	(49)
Net income attributable to Aramark stockholders	280,037	(37,373)	269,983	47,427	(280,037)	280,037
Other comprehensive (loss), net of tax	(50,428)	(44,425)	—	(50,841)	95,266	(50,428)
Comprehensive income (loss) attributable to Aramark stockholders	$ 229,609	$ (81,798)	$ 269,983	$ (3,414)	$ (184,771)	$ 229,609

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

For the three months ended March 30, 2018

(in thousands)

	Aramark (Parent)	Issuers	Guarantors	Non Guarantors	Eliminations	Consolidated
Revenue	$ —	$ 252,354	$ 2,605,150	$ 1,081,807	$ —	$ 3,939,311
Costs and Expenses:						
Cost of services provided	—	220,756	2,306,776	1,035,477	—	3,563,009
Depreciation and amortization	—	5,383	127,270	20,211	—	152,864
Selling and general corporate expenses	—	48,458	34,506	5,480	—	88,444
Interest and other financing costs	—	88,220	470	3,963	—	92,653
Expense allocations	—	(80,805)	76,189	4,616	—	—
	—	282,012	2,545,211	1,069,747	—	3,896,970
Income (Loss) before Income Tax	—	(29,658)	59,939	12,060	—	42,341
Provision (Benefit) for Income Taxes	—	(7,195)	12,056	9,764	—	14,625
Equity in Net Income of Subsidiaries	27,569	—	—	—	(27,569)	—
Net income (loss)	27,569	(22,463)	47,883	2,296	(27,569)	27,716
Less: Net income attributable to noncontrolling interest	—	—	147	—	—	147
Net income (loss) attributable to Aramark stockholders	27,569	(22,463)	47,736	2,296	(27,569)	27,569
Other comprehensive income, net of tax	49,460	17,434	2,181	47,875	(67,490)	49,460
Comprehensive income (loss) attributable to Aramark stockholders	$ 77,029	$ (5,029)	$ 49,917	$ 50,171	$ (95,059)	$ 77,029

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

For the six months ended March 30, 2018

(in thousands)

	Aramark (Parent)	Issuers	Guarantors	Non Guarantors	Eliminations	Consolidated
Revenue	$ —	$ 510,625	$ 5,248,416	$ 2,145,388	$ —	$ 7,904,429
Costs and Expenses:						
Cost of services provided	—	445,972	4,626,967	2,012,300	—	7,085,239
Depreciation and amortization	—	9,874	233,165	43,674	—	286,713
Selling and general corporate expenses	—	102,124	68,204	10,284	—	180,612
Interest and other financing costs	—	159,395	537	6,854	—	166,786
Expense allocations	—	(146,008)	137,299	8,709	—	—
	—	571,357	5,066,172	2,081,821	—	7,719,350
Income (Loss) before Income Tax	—	(60,732)	182,244	63,567	—	185,079
Provision (Benefit) for Income Taxes	—	(27,904)	(130,391)	23,218	—	(135,077)
Equity in Net Income of Subsidiaries	319,853	—	—	—	(319,853)	—
Net income (loss)	319,853	(32,828)	312,635	40,349	(319,853)	320,156
Less: Net income attributable to noncontrolling interest	—	—	303	—	—	303
Net income (loss) attributable to Aramark stockholders	319,853	(32,828)	312,332	40,349	(319,853)	319,853
Other comprehensive income, net of tax	61,065	22,823	2,181	66,877	(91,881)	61,065
Comprehensive income (loss) attributable to Aramark stockholders	$ 380,918	$ (10,005)	$ 314,513	$ 107,226	$ (411,734)	$ 380,918

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

For the six months ended March 29, 2019

(in thousands)

	Aramark (Parent)	Issuers	Guarantors	Non Guarantors	Eliminations	Consolidated
Net cash provided by (used in) operating activities	$ —	$ (84,943)	$ 133,213	$ 52,030	$ (11,317)	$ 88,983
Cash flows from investing activities:						
Purchases of property and equipment and other assets	—	(6,680)	(183,367)	(40,355)	—	(230,402)
Disposals of property and equipment	—	5,081	903	1,572	—	7,556
Proceeds from divestiture	—	—	293,711	—	—	293,711
Acquisitions of businesses, net of cash acquired	—	—	(9,443)	(21,672)	—	(31,115)
Other investing activities	—	178	19,298	(1,031)	—	18,445
Net cash provided by (used in) investing activities	—	(1,421)	121,102	(61,486)	—	58,195
Cash flows from financing activities:						
Proceeds from long-term borrowings	—	—	—	100,071	—	100,071
Payments of long-term borrowings	—	(279,557)	(16,800)	(49,101)	—	(345,458)
Net change in funding under the Receivables Facility	—	—	—	205,000	—	205,000
Payments of dividends	—	(54,220)	—	—	—	(54,220)
Proceeds from issuance of common stock	—	10,372	—	—	—	10,372
Repurchase of stock	—	(50,000)	—	—	—	(50,000)
Other financing activities	—	(27,533)	(1,474)	(113)	—	(29,120)
Change in intercompany, net	—	468,094	(242,131)	(237,280)	11,317	—
Net cash provided by (used in) financing activities	—	67,156	(260,405)	18,577	11,317	(163,355)
Effect of foreign exchange rates on cash and cash equivalents	—	—	—	(3,461)	—	(3,461)
Increase (decrease) in cash and cash equivalents	—	(19,208)	(6,090)	5,660	—	(19,638)
Cash and cash equivalents, beginning of period	5	50,716	29,844	134,460	—	215,025
Cash and cash equivalents, end of period	$ 5	$ 31,508	$ 23,754	$ 140,120	$ —	$ 195,387

ARAMARK AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

For the six months ended March 30, 2018

(in thousands)

	Aramark (Parent)	Issuers	Guarantors	Non Guarantors	Eliminations	Consolidated
Net cash provided by (used in) operating activities	$ —	$ (59,339)	$ 83,220	$ 32,748	$ (35,002)	$ 21,627
Cash flows from investing activities:						
Purchases of property and equipment and other assets	—	(5,675)	(210,344)	(32,385)	—	(248,404)
Disposals of property and equipment	—	2,154	1,305	1,529	—	4,988
Acquisitions of businesses, net of cash acquired	—	(2,369,118)	222,893	(81,560)	—	(2,227,785)
Other investing activities	—	(793)	(3,597)	(669)	—	(5,059)
Net cash provided by (used in) investing activities	—	(2,373,432)	10,257	(113,085)	—	(2,476,260)
Cash flows from financing activities:						
Proceeds from long-term borrowings	—	2,935,001	—	156,776	—	3,091,777
Payments of long-term borrowings	—	(638,721)	(13,926)	(30,455)	—	(683,102)
Net change in funding under the Receivables Facility	—	—	—	95,800	—	95,800
Payments of dividends	—	(51,547)	—	—	—	(51,547)
Proceeds from issuance of common stock	—	10,556	—	—	—	10,556
Repurchase of stock	—	(24,410)	—	—	—	(24,410)
Other financing activities	—	(38,741)	(1,145)	(390)	—	(40,276)
Change in intercompany, net	—	166,556	(83,884)	(117,674)	35,002	—
Net cash provided by (used in) financing activities	—	2,358,694	(98,955)	104,057	35,002	2,398,798
Effect of foreign exchange rates on cash and cash equivalents	—	—	—	2,571	—	2,571
Increase (decrease) in cash and cash equivalents	—	(74,077)	(5,478)	26,291	—	(53,264)
Cash and cash equivalents, beginning of period	5	111,512	37,513	89,767	—	238,797
Cash and cash equivalents, end of period	$ 5	$ 37,435	$ 32,035	$ 116,058	$ —	$ 185,533

Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of Aramark's (the "Company," "we," "our" and "us") financial condition and results of operations for the three and six months ended March 29, 2019 and March 30, 2018 should be read in conjunction with our audited consolidated financial statements, and the notes to those statements for the fiscal year ended September 28, 2018 included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on November 21, 2018.

Our discussion contains forward-looking statements, such as our plans, objectives, opinions, expectations, anticipations, intentions and beliefs, that are based upon our current expectations but that involve risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in those forward-looking statements as a result of a number of factors, including those described under the heading "Special Note About Forward-Looking Statements" and elsewhere in this Quarterly Report on Form 10-Q. In the following discussion and analysis of financial condition and results of operations, certain financial measures may be considered "non-GAAP financial measures" under SEC rules. These rules require supplemental explanation and reconciliation, which is provided elsewhere in this Quarterly Report on Form 10-Q.

Overview

We are a leading global provider of food, facilities and uniform services to education, healthcare, business & industry and sports, leisure & corrections clients. Our core market is the United States, which is supplemented by an additional 18-country footprint. Through our established brand, broad geographic presence and employees, we anchor our business in our partnerships with thousands of education, healthcare, business, sports, leisure and corrections clients. Through these partnerships we serve millions of consumers including students, patients, employees, sports fans and guests worldwide. We operate our business in three reportable segments: Food and Support Services United States ("FSS United States"), Food and Support Services International ("FSS International") and Uniform and Career Apparel ("Uniform").

Our Food and Support Services operations focus on serving clients in five principal sectors: Business & Industry, Education, Healthcare, Sports, Leisure & Corrections and Facilities & Other. Our FSS International reportable segment provides a similar range of services as those provided to our FSS United States clients and operates in the same sectors. Administrative expenses not allocated to our three reportable segments are presented separately as corporate expenses.

During the first quarter of fiscal 2018, we acquired Avendra, LLC ("Avendra") and during the second quarter of fiscal 2018, we acquired AmeriPride Services, Inc. ("AmeriPride") in separate transactions. The Avendra acquisition consideration was $1,386.4 million, partially offset by $87.3 million of cash and restricted investments acquired. The AmeriPride acquisition consideration was $995.4 million, partially offset by $84.9 million of cash acquired. We incurred new debt to finance both the Avendra and AmeriPride acquisitions. We expect our earnings for some period following the closings to be impacted as a result of these acquisitions, due to, among other factors, merger and integration costs as well as depreciation and amortization resulting from purchase accounting and higher interest expense as a result of the new debt to finance the transactions. As a part of the integration of Avendra and AmeriPride, we expect to incur an approximate $35 million to $40 million of additional charges over the next two years.

In the second quarter of fiscal 2018, the Company launched the next phase of its program related to food, labor and selling and general administrative initiatives to generate additional cost savings. These initiatives include a reduction in headcount through reorganization and integration, the relocation of our headquarters facility and certain other costs. Efforts related to this phase have resulted in charges of approximately $43 million in the six months ended March 29, 2019. The Company currently expects to incur additional charges related to this phase of approximately $5 million to $10 million within the remaining months of fiscal 2019.

Divestiture

On November 9, 2018, we completed the sale of our wholly-owned Healthcare Technologies ("HCT") business for $293.7 million in cash. The transaction resulted in a pretax gain of $156.3 million (tax effected gain of $139.2 million) in the Condensed Consolidated Statements of Income. The Company evaluated the sale under the rules for discontinued operations and concluded it did not meet all of the criteria required.

Seasonality

Our revenue and operating results have varied from quarter to quarter as a result of different factors. Historically, within our FSS United States segment, there has been a lower level of activity during our first and second fiscal quarters in operations that provide services to sports and leisure clients. This lower level of activity, historically, has been partially offset during our first and second fiscal quarters by the increased activity levels in our educational operations. Conversely, historically there has been a significant increase in the provision of services to sports and leisure clients during our third and fourth fiscal quarters, which is partially offset by the effect of summer recess at colleges, universities and schools in our educational operations.

Foreign Currency Fluctuations

The impact from foreign currency translation assumes constant foreign currency exchange rates based on the rates in effect for the prior year period being used in translation for the comparable current year period. We believe that providing the impact of fluctuations in foreign currency rates on certain financial results can facilitate analysis of period-to-period comparisons of business performance.

Fiscal Year

Our fiscal year is the fifty-two or fifty-three week period which ends on the Friday nearest September 30th. The fiscal years ending September 27, 2019 and September 28, 2018 are each fifty-two week periods.

Results of Operations

The following tables present an overview of our results on a consolidated and segment basis with the amount of and percentage change between periods for the three and six months ended March 29, 2019 and March 30, 2018 (dollars in millions).

	Three Months Ended		Change	
	March 29, 2019	**March 30, 2018**	**$**	**%**
Revenue	$ 4,000.0	$ 3,939.3	$ 60.7	2 %
Costs and Expenses:				
Cost of services provided	3,640.0	3,563.0	77.0	2 %
Other operating expenses	236.2	241.3	(5.1)	(2)%
Gain on sale of Healthcare Technologies	1.0	—	1.0	— %
	3,877.2	3,804.3	72.9	2 %
Operating income	122.8	135.0	(12.2)	(9)%
Interest and Other Financing Costs, net	84.2	92.7	(8.5)	(9)%
Income Before Income Taxes	38.6	42.3	(3.7)	(9)%
Provision for Income Taxes	9.3	14.6	(5.3)	(36)%
Net income	$ 29.3	$ 27.7	$ 1.6	6 %

Revenue by Segment[(1)]	Three Months Ended March 29, 2019	Three Months Ended March 30, 2018	Change $	Change %
FSS United States	$ 2,417.0	$ 2,506.4	$ (89.4)	(4)%
FSS International	942.0	925.3	16.7	2 %
Uniform	641.0	507.6	133.4	26 %
	$ 4,000.0	$ 3,939.3	$ 60.7	2 %

Operating Income by Segment	Three Months Ended March 29, 2019	Three Months Ended March 30, 2018	Change $	Change %
FSS United States	$ 68.8	$ 137.9	$ (69.1)	(50)%
FSS International	41.9	13.9	28.0	201 %
Uniform	38.2	30.0	8.2	27 %
Corporate	(26.1)	(46.8)	20.7	(44)%
	$ 122.8	$ 135.0	$ (12.2)	(9)%

(1) As a percentage of total revenue, FSS United States represented 60% and 64%, FSS International represented 24% and 23% and Uniform represented 16% and 13% for the three month periods ended March 29, 2019 and March 30, 2018, respectively. These percentages were impacted by the adoption of ASC 606 (see Note 7).

	Six Months Ended March 29, 2019	Six Months Ended March 30, 2018	Change $	Change %
Revenue	$ 8,265.3	$ 7,904.4	$ 360.9	5 %
Costs and Expenses:				
Cost of services provided	7,434.4	7,085.2	349.2	5 %
Other operating expenses	491.0	467.3	23.7	5 %
Gain on sale of Healthcare Technologies	(156.3)	—	(156.3)	— %
	7,769.1	7,552.5	216.6	3 %
Operating income	496.2	351.9	144.3	41 %
Interest and Other Financing Costs, net	167.2	166.8	0.4	— %
Income Before Income Taxes	329.0	185.1	143.9	78 %
(Benefit) Provision for Income Taxes	49.0	(135.1)	184.1	(136)%
Net income	$ 280.0	$ 320.2	$ (40.2)	(13)%

Revenue by Segment[(1)]	Six Months Ended March 29, 2019	Six Months Ended March 30, 2018	Change $	Change %
FSS United States	$ 5,077.3	$ 5,156.0	$ (78.7)	(2)%
FSS International	1,895.2	1,838.3	56.9	3 %
Uniform	1,292.8	910.1	382.7	42 %
	$ 8,265.3	$ 7,904.4	$ 360.9	5 %

Operating Income by Segment	Six Months Ended March 29, 2019	Six Months Ended March 30, 2018	Change $	Change %
FSS United States	$ 432.6	$ 317.9	$ 114.7	36 %
FSS International	53.3	57.8	(4.5)	(8)%
Uniform	90.9	74.5	16.4	22 %
Corporate	(80.6)	(98.3)	17.7	(18)%
	$ 496.2	$ 351.9	$ 144.3	41 %

(1) As a percentage of total revenue, FSS United States represented 61% and 65%, FSS International represented 23% and 23% and Uniform represented 16% and 12% for the six month periods ended March 29, 2019 and March 30, 2018, respectively. These percentages were impacted by the adoption of ASC 606 (see Note 7).

Consolidated Overview

Revenue increased by approximately 2% and 5% during the three and six month periods of fiscal 2019, compared to the prior year periods, respectively. The increase was attributable to:

- growth in our FSS International and Uniforms segments;
- growth due to the AmeriPride acquisition (approximately 1% and 2%); and
- the adoption of the new revenue recognition standard as certain fees previously recognized as a reduction to "Cost of services provided," are now recognized in "Revenue" (approximately 2% for both periods); which more than offset
- the divestiture of HCT (approximately -3% and -2%); and
- the negative impact of foreign currency translation (approximately -2% for both periods).

The following table presents the cost of services provided by segment and as a percent of revenue for the three and six month periods ended March 29, 2019 and March 30, 2018.

	Three Months Ended				Six Months Ended			
	March 29, 2019		March 30, 2018		March 29, 2019		March 30, 2018	
Cost of services provided	$	% of Revenue	$	% of Revenue	$	% of Revenue	$	% of Revenue
FSS United States	$ 2,216.7	92%	$ 2,245.2	90%	$ 4,548.9	90%	$ 4,595.9	89%
FSS International	877.8	93%	889.6	96%	1,798.2	95%	1,738.5	95%
Uniform	545.5	85%	428.2	84%	1,087.3	84%	750.8	82%
	$ 3,640.0	91%	$ 3,563.0	90%	$ 7,434.4	90%	$ 7,085.2	90%

The following table presents the percentages attributable to the components in cost of services provided for the three and six month periods ended March 29, 2019 and March 30, 2018.

	Three Months Ended		Six Months Ended	
Cost of services provided components	March 29, 2019	March 30, 2018	March 29, 2019	March 30, 2018
Food and support service costs	28%	25%	28%	26%
Personnel costs	48%	49%	47%	47%
Other direct costs	24%	26%	25%	27%
	100%	100%	100%	100%

Operating income decreased by approximately $12.2 million and increased by approximately $144.3 million during the three and six month periods of fiscal 2019, compared to the prior year periods, respectively. The decrease in operating income during the three month period of fiscal 2019 was attributable to:

- an increase in compensation expense for one-time employee reinvestments funded by benefits from U.S. tax reform (approximately $65.5 million); and
- profit decline in the Business & Industry sector primarily due to reinvestment costs for new and retained business and from the divestiture of HCT; partially offset by
- lower severance and consulting costs related to streamlining initiatives (approximately $39.5 million);
- an increase in profit related to the acquisitions of Avendra and AmeriPride and lower merger and integration costs (approximately $26.1 million); and
- an increase in the gain related to the change in fair value of certain gasoline and diesel agreements (approximately $6.1 million).

The increase in operating income during the six month period of fiscal 2019 was attributable to:

- a gain from the divestiture of the HCT business (approximately $156.3 million);
- an increase in profit related to the acquisitions of Avendra and AmeriPride and lower merger and integration costs (approximately $36.9 million);
- income relating to the recovery of our investment (possessory interest) at one of the National Park Service ("NPS") sites in the FSS United States segment (approximately $16.2 million); and

- lower severance and consulting costs related to streamlining initiatives (approximately $9.0 million); partially offset by
- an increase in compensation expense for one-time employee reinvestments funded by benefits from U.S. tax reform (approximately $65.5 million); and
- profit decline in the Business & Industry sector primarily due to reinvestment costs for new and retained business and from the divestiture of HCT.

Interest and Other Financing Costs, net, decreased 9% and slightly increased during the three and six month periods of fiscal 2019, respectively, compared to the prior year periods. The decrease for the three month period of fiscal 2019 was primarily due to prior year charges of $5.3 million for financing commitment fees related to the AmeriPride acquisition and an increase in favorable returns on our interest rate swaps of $5.1 million, partially offset by higher borrowings from the financings in fiscal 2018 for the Avendra and AmeriPride acquisitions.

The effective income tax rate for the three and six month periods of fiscal 2019 were 24.2% and 14.9%, respectively, compared to 34.5% and (73.0)% in the prior year periods, respectively. The decrease in the effective tax rate during the three month period of fiscal 2019 was primarily due to a $7.4 million Canadian withholding tax incurred during the prior year period on the post-acquisition integration of AmeriPride. The increase in the effective tax rate during the six month period of fiscal 2019 was driven by a reduction in the U.S. federal statutory rate from 35% to 21% and the re-measurement of our deferred tax assets and liabilities as a result of the “Tax Cuts and Jobs Act." A benefit of approximately $183.8 million was recorded to the (benefit) provision for income taxes for the six months ended March 30, 2018 in the Condensed Consolidated Statements of Income as a result of U.S. tax reform, the impact of certain permanently reinvested foreign earnings and certain other tax adjustments. The effective tax rate for the six months ended March 29, 2019 also includes a tax benefit of approximately $10.4 million, mainly as a result of U.S. tax reform (see Note 8 to the condensed consolidated financial statements), and a $17 million tax provision related to the sale of HCT (see Note 2 to the condensed consolidated financial statements).

Segment Results

FSS United States Segment

The FSS United States reportable segment consists of five operating sectors which have similar economic characteristics and are aggregated into a single operating segment. The five operating sectors of the FSS United States reportable segment are Business & Industry, Education, Healthcare, Sports, Leisure & Corrections and Facilities & Other.

Revenue for each of these sectors are summarized as follows (in millions):

	Three Months Ended		Change	Six Months Ended		Change
	March 29, 2019	March 30, 2018	%	March 29, 2019	March 30, 2018	%
Business & Industry	$ 394.8	$ 387.9	2 %	$ 794.7	$ 774.5	3 %
Education	901.6	903.0	— %	1,917.9	1,906.9	1 %
Healthcare	221.4	326.4	(32)%	484.7	649.1	(25)%
Sports, Leisure & Corrections	504.7	486.1	4 %	1,099.0	1,051.4	5 %
Facilities & Other	394.5	403.0	(2)%	781.0	774.1	1 %
	$ 2,417.0	$ 2,506.4	(4)%	$ 5,077.3	$ 5,156.0	(2)%

The Healthcare, Education and Facilities & Other sectors generally have high-single digit operating income margins and the Business & Industry and Sports, Leisure & Corrections sectors generally have mid-single digit operating income margins.

FSS United States segment revenue decreased by approximately 4% and 2% during the three and six month periods of fiscal 2019 compared to the prior year periods, respectively. The decrease during the three and six month periods of fiscal 2019 was attributable to:

- a decrease in Healthcare sector revenue resulting from the divestiture of HCT (approximately -33% and -25% of Healthcare sector); which more than offset
- an increase in Sports, Leisure & Corrections sector revenue resulting from base business growth and net new business; and
- an increase in Business & Industry sector revenue resulting from net new business.

Operating income decreased by approximately $69.1 million and increased by approximately $114.7 million during the three and six month periods of fiscal 2019 compared to the prior year periods, respectively. The decrease in operating income during the three month period of fiscal 2019 was attributable to:

- an increase in compensation expense for one-time employee reinvestments funded by benefits from U.S. tax reform (approximately $51.8 million);
- profit decline from the divestiture of HCT (approximately $9.2 million);
- profit decline in our Business & Industry sector primarily due to reinvestment costs for new and retained business; and
- an increase in settlement charges related to exiting a joint venture arrangement (approximately $4.5 million); which more than offset
- lower severance charges related to streamlining initiatives (approximately $13.4 million); and
- an increase in profit related to the acquisition of Avendra and lower merger and integration costs (approximately $5.6 million).

The increase in operating income during the six month period of fiscal 2019 was attributable to:

- a gain from the divestiture of the HCT business (approximately $156.3 million);
- income relating to the recovery of our investment (possessory interest) at one of the NPS sites within our Sports, Leisure & Corrections sector (approximately $16.2 million);
- lower severance charges related to streamlining initiatives (approximately $9.9 million); and
- an increase in profit related to the acquisition of Avendra and lower merger and integration costs (approximately $6.4 million); which more than offset
- an increase in compensation expense for one-time employee reinvestments funded by benefits from U.S. tax reform (approximately $51.8 million);
- profit decline from the divestiture of HCT (approximately $12.8 million);
- profit decline in our Business & Industry sector primarily due to reinvestment costs for new and retained business;
- an increase in settlement charges related to exiting a joint venture arrangement (approximately $4.5 million);
- an increase in duplicate rent charges to build out and ready our new headquarters while occupying our previous headquarters, impairment and closing costs incurred while exiting our previous headquarters and moving costs associated with the relocation to the new headquarters (approximately $4.4 million); and
- lower income from prior year's loss experience that were favorable under our casualty insurance program (approximately $3.5 million).

FSS International Segment

FSS International segment revenue increased by approximately 2% and 3% during the three and six month periods of fiscal 2019 compared to the prior year periods, respectively. The increase was attributable to:

- revenue growth across regions; and
- revenue growth due to the consolidation of a joint venture (approximately 1.8% and 2.5%); partially offset by
- the negative impact of foreign currency translation (approximately -9% and -8%).

Operating income increased by approximately $28.0 million and decreased by approximately $4.5 million during the three and six month periods of fiscal 2019 compared to the prior year periods, respectively. The increase in operating income during the three month period of fiscal 2019 was attributable to:

- lower severance costs related to streamlining initiatives (approximately $23.4 million);
- prior year charges related to a joint venture partner liquidation and related acquisition (approximately $5.6 million); and
- profit growth in South America; partially offset by
- the negative impact of foreign currency translation (approximately -$3.0 million).

The decrease in operating income during the six month period of fiscal 2019 was attributable to:

- an increase in personnel costs and new business start-up costs;
- closing costs related to the exit of a business (approximately $2.0 million); and

- the negative impact of foreign currency translation (approximately -$1.0 million); partially offset by
- profit growth in South America;
- prior year charges related to a joint venture partner liquidation and related acquisition (approximately $5.6 million);
- lower severance costs related to streamlining initiatives (approximately $5.5 million).

Uniform Segment

Uniform segment revenue increased by approximately 26% and 42% during the three and six month periods of fiscal 2019 compared to the prior year periods, respectively. The increase was primarily attributable to growth within our uniform rental business, the acquisition of AmeriPride in the second quarter of fiscal 2018 (approximately 5% and 18%) and from the adoption of the new revenue recognition standard as certain fees previously recognized as a reduction to "Cost of services provided" are now recognized in "Revenue" (approximately 18% and 21%).

Operating income increased by approximately $8.2 million and $16.4 million during the three and six month periods of fiscal 2019 compared to the prior year periods, respectively. The increase in operating income was attributable to:

- an increase in profit related to the acquisition of AmeriPride;
- an increase in profit within our legacy uniform rental business; and
- lower merger and integration related costs from the AmeriPride acquisition (approximately $8.9 million and $5.3 million); which more than offset
- an increase in compensation expense for one-time employee reinvestments funded by benefits from U.S. tax reform (approximately $11.9 million for both periods); and
- higher income in the prior year compared to the current year under our casualty insurance program from prior year's loss experience that were favorable (approximately $3.4 million for the six month period).

Corporate

Corporate expenses, those administrative expenses not allocated to the business segments, decreased by approximately $20.7 million and $17.7 million during the three and six month periods of fiscal 2019 compared to the prior year periods, respectively. The change was attributable to:

- a decrease in acquisition related costs from the Avendra and AmeriPride acquisitions (approximately $11.6 million and $25.2 million);
- the change in fair value of certain gasoline and diesel agreements (gain of approximately $6.1 million for the three month period and a loss of approximately $4.7 million for the six month period);
- lower share-based compensation expense (approximately $2.3 million for the three month period);
- lower consulting costs (approximately $1.8 million and $3.5 million); and
- an increase in compensation expense for one-time employee reinvestments funded by benefits from U.S. tax reform (approximately $1.4 million for both periods).

During the six month period of fiscal 2019, we also incurred approximately $6.1 million in banker fees related to the divestiture of Healthcare Technologies.

Liquidity and Capital Resources

Overview

Our principal sources of liquidity are cash generated from operating activities, funds from borrowings and existing cash on hand. As of March 29, 2019, we had $195.4 million of cash and cash equivalents and approximately $893.5 million of availability under our senior secured revolving credit facility. A significant portion of our cash and cash equivalents is held in mature, liquid markets where we have operations. As of March 29, 2019, there was approximately $937.6 million of outstanding foreign currency borrowings.

We believe that our cash generated from operations, cash and cash equivalents and the unused portion of our committed credit availability under the senior secured revolving credit facility will be adequate to meet anticipated cash requirements to fund working capital, capital spending, debt service obligations, refinancings, dividends and other cash needs. As part of our ongoing liquidity assessments, we routinely monitor our cash flow (including the mix of domestic and international inflows and outflows) and the condition of the capital markets in order to be prepared to respond to changing conditions.

On February 5, 2019, the Company announced that it would invest $90 million in its workforce through targeted wage adjustments, one-time retirement contributions and one-time special recognition awards, as well as employee training programs and scholarships. The Company expects to fund the majority of these investments during fiscal 2019 of which $62.2 million was paid during the second quarter of fiscal 2019 in one-time special recognition awards.

The table below summarizes our cash activity (in millions):

	Six Months Ended	
	March 29, 2019	March 30, 2018
Net cash provided by operating activities	$ 89.0	$ 21.6
Net cash provided by (used in) investing activities	58.2	(2,476.3)
Net cash provided by (used in) financing activities	(163.4)	2,398.8

Reference to the Condensed Consolidated Statements of Cash Flows will facilitate understanding of the discussion that follows.

Cash Flows Provided by Operating Activities

The increase in cash flows provided by operating activities was primarily attributable to the change in operating assets and liabilities ($99.9 million). The change in operating assets and liabilities compared to the prior year period was primarily due to the following:

- Accrued expenses were less of a use of cash primarily due to the timing of one-time payments made during the six month period of fiscal 2018 for certain liabilities assumed related to the Avendra and AmeriPride acquisitions and from lower accrued payroll and related expenses;
- Accounts payable were less of a use of cash compared to the prior year period due to the timing of disbursements; and
- Accounts receivable were a greater use of cash due to the timing of collections.

During the six month period of fiscal 2019, we paid approximately $62.2 million of one-time special recognition awards funded by benefits from U.S. tax reform. The Company also received gross proceeds of approximately $14.6 million related to our casualty insurance program from our loss experience being favorable related to a prior year during the six month period of fiscal 2019. We received approximately $18.9 million of comparable insurance proceeds during the prior year period. During the six month period of fiscal 2018, we incurred approximately $45.0 million of acquisition related costs. The "Other operating activities" caption in the current year also reflects an adjustment to net income related to a non-operating gain. As a result of the adoption of the new revenue recognition standard in the first quarter of fiscal 2019, certain payments made to our clients, previously included within "Purchases of property and equipment and other" in Cash Flows Provided by (Used in) Investing Activities, are now included within "Payments made to clients on contracts" in Cash Flows Provided by Operating Activities. These client payments were approximately $26.7 million during the six months ended March 29, 2019.

Cash Flows Provided by (Used in) Investing Activities

The increase in net cash flows provided by (used in) investing activities during the six month period of fiscal 2019 compared to the six month period of fiscal 2018 relates primarily to the proceeds from the sale of Healthcare Technologies in the first quarter of fiscal 2019 and lower levels of spending for acquisitions in the first half of fiscal 2019 compared to the spending for Avendra and AmeriPride in the first half fiscal 2018. The "Other investing activities" includes $16.2 million of proceeds relating to the recovery of our investment (possessory interest) at one of the NPS sites within our Sports, Leisure & Corrections sector.

Cash Flows Provided by (Used in) Financing Activities

During the six month period of fiscal 2019, cash provided by (used in) financing activities was impacted by the following:

- an increase in funding under the Receivables Facility ($205.0 million); and
- a repayment of borrowings on term loans and the revolving credit facility ($290.3 million, which includes $200.0 million of optional prepayments from the proceeds of the HCT divestiture).

The six month period of fiscal 2018 included the payment of fees and expenses related to borrowings used to finance the Avendra and AmeriPride acquisitions (approximately $23.6 million).

During fiscal 2017, the Board of Directors authorized a new share repurchase program providing for purchases of up to $250 million of Aramark common stock through February 1, 2019. During the six month period of fiscal 2019, we completed a repurchase of 1.6 million shares of our common stock for $50.0 million. During the six month period of fiscal 2018, we completed a repurchase of 0.6 million shares of our common stock for $24.4 million.

The "Other financing activities" also reflects a use of cash during the six month periods of fiscal 2019 and fiscal 2018, primarily related to taxes paid by the Company when the Company withholds shares upon an employee's exercise or vesting of equity awards to cover income taxes.

Covenant Compliance

The Credit Agreement contains a number of covenants that, among other things, restrict, subject to certain exceptions, our ability and the ability of our subsidiaries to: incur additional indebtedness; issue preferred stock or provide guarantees; create liens on assets; engage in mergers or consolidations; sell assets; pay dividends, make distributions or repurchase our capital stock; make investments, loans or advances; repay or repurchase any subordinated debt, except as scheduled or at maturity; create restrictions on the payment of dividends or other amounts to us from our restricted subsidiaries; make certain acquisitions; engage in certain transactions with affiliates; amend material agreements governing our subordinated debt (or any indebtedness that refinances our subordinated debt); and fundamentally change our business. The indentures governing our senior notes contain similar provisions. As of March 29, 2019, we were in compliance with these covenants.

As stated above, the Credit Agreement and the indentures governing our senior notes contain provisions that restrict our ability to pay dividends and repurchase stock (collectively, “Restricted Payments”). In addition to customary exceptions, the Credit Agreement and indentures permit Restricted Payments in the aggregate up to an amount that increases quarterly by 50% of our Consolidated Net Income, as such term is defined in these debt agreements, subject to being in compliance with the interest coverage ratio described below.

Under the Credit Agreement, we are required to satisfy and maintain specified financial ratios and other financial condition tests and covenants. The indentures governing our senior notes also require us to comply with certain financial ratios in order to take certain actions. Our continued ability to meet those financial ratios, tests and covenants can be affected by events beyond our control, and there can be no assurance that we will meet those ratios, tests and covenants.

These financial ratios, tests and covenants involve the calculation of certain measures that we refer to in this discussion as "Covenant Adjusted EBITDA." Covenant Adjusted EBITDA is not a measurement of financial performance under U.S. GAAP. Covenant Adjusted EBITDA is defined as net income (loss) of Aramark Services, Inc. and its restricted subsidiaries plus interest and other financing costs, net, provision (benefit) for income taxes, and depreciation and amortization, further adjusted to give effect to adjustments required in calculating covenant ratios and compliance under our Credit Agreement and the indentures governing our senior notes.

Our presentation of these measures has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. You should not consider these measures as alternatives to net income or operating income determined in accordance with U.S. GAAP. Covenant Adjusted EBITDA, as presented by us, may not be comparable to other similarly titled measures of other companies because not all companies use identical calculations.

The following is a reconciliation of net income attributable to Aramark Services, Inc. ("ASI") stockholder, which is a U.S. GAAP measure of Aramark Services, Inc.'s operating results, to Covenant Adjusted EBITDA as defined in our debt agreements. The terms and related calculations are defined in the Credit Agreement and the indentures governing our senior notes. Covenant Adjusted EBITDA is a measure of Aramark Services, Inc. and its restricted subsidiaries only and does not include the results of Aramark.

(in millions)	Three Months Ended March 29, 2019	Three Months Ended December 28, 2018	Three Months Ended September 28, 2018	Three Months Ended June 29, 2018	Twelve Months Ended March 29, 2019
Net income attributable to ASI stockholder	$ 29.4	$ 250.7	$ 175.4	$ 72.6	$ 528.1
Interest and other financing costs, net	84.3	83.0	92.5	91.2	351.0
Provision for income taxes	9.5	39.7	14.3	24.1	87.6
Depreciation and amortization	147.9	150.7	152.6	156.9	608.1
Share-based compensation expense[(1)]	14.6	18.6	19.8	34.8	87.8
Unusual or non-recurring (gains) and losses[(2)]	1.0	(157.3)	—	—	(156.3)
Pro forma EBITDA for equity method investees[(3)]	3.0	3.9	3.4	2.9	13.2
Pro forma EBITDA for certain transactions[(4)]	17.3	(7.3)	(18.0)	(3.0)	(11.0)
Other[(5)]	85.3	59.9	25.7	14.9	185.8
Covenant Adjusted EBITDA	$ 392.3	$ 441.9	$ 465.7	$ 394.4	$ 1,694.3

(1) Represents share-based compensation expense resulting from the application of accounting for stock options, restricted stock units, performance stock, performance stock units, and deferred stock unit awards (see Note 10 to the condensed consolidated financial statements).

(2) Represents the gain from the divestiture of Healthcare Technologies.

(3) Represents our estimated share of EBITDA, primarily from our AIM Services Co., Ltd. equity method investment, not already reflected in our Net income attributable to ASI stockholder. EBITDA for this equity method investee is calculated in a manner consistent with consolidated Covenant Adjusted EBITDA but does not represent cash distributions received from this investee.

(4) Represents the annualizing of net EBITDA from acquisitions and divestitures made during the period.

(5) Other for the twelve months ended March 29, 2019 includes organizational streamlining initiatives ($19.0 million), the impact of the change in fair value related to certain gasoline and diesel agreements ($4.5 million loss), expenses related to merger and integration related charges ($41.3 million), compensation expense for one-time employee reinvestments funded by benefits from U.S. tax reform ($65.5 million), adjustments to remove the impact attributable to the adoption of certain new accounting standards, including Accounting Standards Codification 606, *Revenue from Contracts with Customers*, in accordance with the Credit Agreement and indentures ($10.4 million), duplicate rent charges, moving costs, opening costs to build out and ready the Company's new headquarters while occupying its existing headquarters and closing costs ($13.7 million), banker fees and other charges related to the sale of Healthcare Technologies ($9.9 million), certain environmental charges ($5.0 million), settlement charges related to exiting a joint venture arrangement ($4.5 million), the impact of hyperinflation in Argentina ($3.8 million) and other miscellaneous expenses.

Our covenant requirements and actual ratios for the twelve months ended March 29, 2019 are as follows:

	Covenant Requirements	Actual Ratios
Consolidated Secured Debt Ratio[(1)]	5.125x	2.08
Interest Coverage Ratio (Fixed Charge Coverage Ratio)[(2)]	2.000x	4.85

(1) The Credit Agreement requires ASI to maintain a maximum Consolidated Secured Debt Ratio, defined as consolidated total indebtedness secured by a lien to Covenant Adjusted EBITDA, of 5.125x. Consolidated total indebtedness secured by a lien is defined in the Credit Agreement as total indebtedness consisting of debt for borrowed money, capital leases, debt in respect of sale-leaseback transactions, disqualified and preferred stock and advances under the Receivables Facility secured by a lien reduced by the amount of cash and cash equivalents on the consolidated balance sheet that is free and clear of any lien. Non-compliance with the maximum Consolidated Secured Debt Ratio could result in the requirement to immediately repay all amounts outstanding under our Credit Agreement, which, if ASI's lenders under the Credit Agreement (other than the lenders in respect of ASI's U.S. Term Loan B, which lenders do not benefit from the maximum Consolidated Secured Debt Ratio covenant) failed to waive any such default, would also constitute a default under the indentures governing our senior notes.

(2) Our Credit Agreement establishes an incurrence-based minimum Interest Coverage Ratio, defined as Covenant Adjusted EBITDA to consolidated interest expense, the achievement of which is a condition for us to incur additional indebtedness and to make certain restricted payments. If we do not maintain this minimum Interest Coverage Ratio calculated on a pro forma basis for any such additional indebtedness or restricted payments, we could be prohibited from being able to incur additional indebtedness, other than the incremental capacity provided for under the Credit Agreement and pursuant to specified exceptions, and make certain restricted payments, other than pursuant to certain exceptions. The minimum Interest Coverage Ratio is 2.000x for the term of the Credit Agreement. Consolidated interest expense is defined in the Credit Agreement as consolidated interest expense excluding interest income, adjusted for acquisitions and dispositions, further adjusted for certain non-cash or nonrecurring interest expense and our estimated share of interest expense from one equity method investee.The indentures governing our senior notes include a similar requirement which is referred to as a Fixed Charge Coverage Ratio.

The Company and its subsidiaries and affiliates may from time to time, in their sole discretion, purchase, repay, redeem or retire any of our outstanding debt securities (including any publicly issued debt securities), in privately negotiated or open market transactions, by tender offer or otherwise, or extend or refinance any of our outstanding indebtedness.

During the first quarter of fiscal 2019, we extended the maturity dates of the Revolving Credit Facility, Yen Term Loan due 2022, Canadian Term Loan due 2022, Canadian Term Loan due 2023 and Euro Term Loan due 2022 to October 1, 2023.

Critical Accounting Policies and Estimates

Our significant accounting policies are described in the notes to the consolidated financial statements included in our Form 10-K filed with the SEC on November 21, 2018. As described in such notes, we recognize revenue in the period in which the performance obligation is satisfied. During the first quarter of fiscal 2019, the Company adopted the new accounting standard related to revenue recognition. See Notes 1 and 7 to the condensed consolidated financial statement for more information on the impact of adoption. For a more complete discussion of the critical accounting policies and estimates that we have identified in the preparation of our condensed consolidated financial statements, please refer to our Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Form 10-K filed with the SEC on November 21, 2018.

In preparing our financial statements, management is required to make estimates and assumptions that, among other things, affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are most significant where they involve levels of subjectivity and judgment necessary to account for highly uncertain matters or matters susceptible to change, and where they can have a material impact on our financial condition and operating performance. If actual results were to differ materially from the estimates made, the reported results could be materially affected.

Critical accounting estimates and the related assumptions are evaluated periodically as conditions warrant, and changes to such estimates are recorded as new information or changed conditions require.

New Accounting Standard Updates

See Note 1 to the condensed consolidated financial statements for a full description of recent accounting standard updates, including the expected dates of adoption.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

We are exposed to the impact of interest rate changes and manage this exposure through the use of variable-rate and fixed-rate debt and by utilizing interest rate swaps. We do not enter into contracts for trading purposes and do not use leveraged instruments. The market risk associated with debt obligations as of March 29, 2019 has not materially changed from September 28, 2018 (see Item 7A "Quantitative and Qualitative Disclosure About Market Risk" in our Form 10-K for the fiscal year ended September 28, 2018 filed with the SEC on November 21, 2018). See Note 6 to the condensed consolidated financial statements for a discussion of the Company's derivative instruments and Note 14 for the disclosure of the fair value and related carrying value of the Company's debt obligations as of March 29, 2019.

Item 4. Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, management, with the participation of the Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures, as of the end of the period covered by this report, are functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosures. A controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. No change in the Company's internal control over financial reporting occurred during the Company's second quarter of fiscal 2019 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

Item 1. Legal Proceedings

Our business is subject to various federal, state and local laws and regulations governing, among other things, the generation, handling, storage, transportation, treatment and disposal of water wastes and other substances. We engage in informal settlement discussions with federal, state, local and foreign authorities regarding allegations of violations of environmental laws in connection with our operations or businesses conducted by our predecessors or companies that we have acquired, the aggregate amount of which and related remediation costs we do not believe should have a material adverse effect on our financial condition or results of operations as of March 29, 2019.

From time to time, the Company and its subsidiaries are party to various legal actions, proceedings and investigations involving claims incidental to the conduct of their business, including those brought by clients, consumers, employees, government entities and third parties under, among others, federal, state, international, national, provincial and local employment laws, wage and hour laws, discrimination laws, immigration laws, human health and safety laws, import and export controls and customs laws, environmental laws, false claims or whistleblower statutes, minority, women and disadvantaged business enterprise statutes, tax codes, antitrust and competition laws, consumer protection statutes, procurement regulations, intellectual property laws, food safety and sanitation laws, cost and accounting principles, the Foreign Corrupt Practices Act, the U.K. Bribery Act, other anti-corruption laws, lobbying laws, motor carrier safety laws, data privacy and security laws and alcohol licensing and service laws, or alleging negligence and/or breaches of contractual and other obligations. Based on information currently available, advice of counsel, available insurance coverage, established reserves and other resources, the Company does not believe that any such actions, proceedings or investigations are likely to be, individually or in the aggregate, material to its business, financial condition, results of operations or cash flows. However, in the event of unexpected further developments, it is possible that the ultimate resolution of these matters, or other similar matters, if unfavorable, may be materially adverse to the Company's business, financial condition, results of operations or cash flows.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Part I, Item 1A of the Form 10-K for the fiscal year ended September 28, 2018 and filed with the SEC on November 21, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

c) Issuer Purchases of Equity Securities

The following table provides information about the Company's share repurchase activity during the second fiscal quarter:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs[1]	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs[1]
Month 1 December 29, 2018 - January 25, 2019	N/A	N/A	N/A	$ 75,600,000
Month 2 January 26, 2019 - February 22, 2019[2]	270,754	$ 30.59	270,754	N/A
Month 3 February 23, 2019 - March 29, 2019	N/A	N/A	N/A	N/A
Total	270,754	$ 30.59	270,754	$ —

(1) On February 7, 2017, we announced a share repurchase program allowing us to repurchase up to $250.0 million of our common stock, which expired February 1, 2019.

(2) Represents the final settlement on an accelerated share repurchase agreement initially entered into December 2018. In the aggregate, 1,634,682 shares of common stock were purchased under such agreement at an average price of $30.587 per share and delivered to the issuer on two dates, December 14, 2018 and February 15, 2019. There were no other issuer repurchases during the period beginning December 29, 2018 through February 1, 2019.

Item 6. Exhibits

See the Exhibit Index which is incorporated herein by reference.

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, thereunto duly authorized, on May 7, 2019.

Aramark

By:	/s/ STEPHEN P. BRAMLAGE, JR.
Name:	**Stephen P. Bramlage, Jr.**
Title:	**Executive Vice President and Chief Financial Officer (Principal Financial Officer, Principal Accounting Officer and Authorized Signatory)**

Exhibit Index

Exhibit No.	Description
31.1	Certification of Eric Foss, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Stephen P. Bramlage Jr., Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Eric Foss, Chief Executive Officer, and Stephen P. Bramlage Jr., Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial information from Aramark's Quarterly Report on Form 10-Q for the period ended March 29, 2019 formatted in XBRL: (i) Condensed Consolidated Balance Sheets as of March 29, 2019 and September 28, 2018; (ii) Condensed Consolidated Statements of Income for the three and six months ended March 29, 2019 and March 30, 2018; (iii) Condensed Consolidated Statements of Comprehensive Income for the three and six months ended March 29, 2019 and March 30, 2018; (iv) Condensed Consolidated Statements of Cash Flows for the six months ended March 29, 2019 and March 30, 2018; (v) Condensed Consolidated Statements of Stockholders' Equity for the six months ended March 29, 2019 and March 30, 2018; and (vi) Notes to condensed consolidated financial statements.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and should not be relied upon for that purpose. In particular, any representations and warranties made by the Company in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

EXHIBIT 31.1

CERTIFICATIONS

I, Eric J. Foss, Chairman, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Aramark for the quarter ended March 29, 2019;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2019

/s/ ERIC J. FOSS

Eric J. Foss

Chairman, President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Stephen P. Bramlage, Jr., Executive Vice President and Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Aramark for the quarter ended March 29, 2019;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2019

/s/ STEPHEN P. BRAMLAGE, JR.

Stephen P. Bramlage, Jr.

Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Aramark (the "Company") on Form 10-Q for the fiscal quarter ended March 29, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Eric J. Foss, Chairman, President and Chief Executive Officer of the Company, and Stephen P. Bramlage, Jr., Executive Vice President and Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on each of our knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2019

/s/ ERIC J. FOSS

Eric J. Foss

Chairman, President and Chief Executive Officer

/s/ STEPHEN P. BRAMLAGE, JR.

Stephen P. Bramlage, Jr.

Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.