

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

1. Name and Address of Reporting Person* <u>SUTHERLAND L FREDERICK</u> (Last) (First) (Middle) <u>C/O ARAMARK HOLDINGS CORPORATION</u> <u>1101 MARKET STREET</u> (Street) <u>PHILADELPHIA PA 19107</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/11/2013	3. Issuer Name and Ticker or Trading Symbol <u>ARAMARK Holdings Corp [ARMK]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Exec Vice President, CFO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	914,886 ⁽¹⁾	D	
Common Stock	400,530	I	See footnote ⁽²⁾
Common Stock	250,000	I	By Spouse

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(3)	01/26/2017	Common Stock	5.44	D	
Stock Option (Right to Buy)	(4)	02/27/2017	Common Stock	5.44	D	
Stock Option (Right to Buy)	(5)	03/05/2018	Common Stock	9.74	D	
Stock Option (Right to Buy)	(6)	09/02/2019	Common Stock	8.59	D	
Stock Option (Right to Buy)	(7)	03/02/2020	Common Stock	9.48	D	
Stock Option (Right to Buy)	(8)	06/22/2021	Common Stock	11.63	D	
Stock Option (Right to Buy)	(9)	07/31/2021	Common Stock	16.21	D	
Stock Option (Right to Buy)	(10)	07/09/2023	Common Stock	16.21	D	

Explanation of Responses:

1. Includes 30,846 restricted stock units which vest in four equal annual installments on each of July 9, 2014, 2015, 2016 and 2017, and 10,172 shares of restricted stock which vest in three equal annual installments on each of December 15, 2013, 2014 and 2015.
2. These shares of common stock are held by a family limited liability company for which Mr. Sutherland serves as a manager.
3. Represents an initial grant of 992,250 stock options, 248,062 vested on January 26, 2008; 217,055 on January 26, 2009; 167,442 on January 26, 2010; and 124,032 on January 26, 2011. Of 235,659 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.
4. Represents an initial grant of 360,000 stock options. 90,000 vested on January 26, 2008; 78,750 on January 26, 2009; 60,750 on January 26, 2010; and 45,000 on January 26, 2011. Of 85,500 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.
5. Represents an initial grant of 75,000 stock options. 16,407 vested on March 5, 2009; 12,657 on March 5, 2010; 9,375 on March 5, 2011; and 18,750 on March 5, 2012. Of 17,811 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.
6. Represents an initial grant of 200,000 stock options. 25,000 vested on September 2, 2010; 50,000 on September 2, 2011; 25,000 on September 2, 2012; and 50,000 on September 2, 2013. Of an additional 50,000 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.
7. Represents an initial grant of 200,000 stock options. 25,000 vested on March 2, 2011; 50,000 vested on March 2, 2012; 25,000 vested on March 2, 2013; and 50,000 will vest on March 2, 2014. Of 50,000 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events.
8. Represents an initial grant of 250,000 stock options. 62,500 vested on June 22, 2012; 31,250 vested on June 22, 2013; 62,500 will vest on June 22, 2014; and 31,250 will vest on June 22, 2015. Of an additional 31,250 unvested stock options, 50% are eligible to vest upon the Issuer's achievement of a public offering price per share in its initial public offering equal to or exceeding \$20 per share, 50% are

eligible to vest upon the Issuer's achievement of a closing trading price equal to or greater than \$25.00 per share over any twenty consecutive trading-day period during the 18 months following the Issuer's initial public offering, and all are eligible to vest subject to the Issuer meeting specified performance targets in connection with certain liquidity events. An additional 31,250 stock options which remain subject to future EBIT and liquidity-event performance-based vesting conditions are not included in the table above.

9. These options to purchase shares of common stock vest in three equal annual installments on each of December 15, 2013, 2014 and 2015.

10. These options to purchase shares of common stock vest in four equal annual installments on each of July 9, 2014, 2015, 2016 and 2017.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney The reporting person disclaims beneficial ownership of all indirectly held securities except to the extent of his pecuniary interest therein.

/s/ Megan Timmins, as
Attorney-in-fact

12/11/2013

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Harold B. Dichter, Megan C. Timmins, Robert T. Rambo, Jr. and Leticia Dorsa his true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or executive officer of ARAMARK Holdings Corporation (the "Company"), as applicable, (i) Forms 3, 4 or 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (including any amendments thereto) and (ii) such forms as may be required in connection with any applications for EDGAR access codes, including without limitation the Form ID.

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4, or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in their discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact, or their substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 7th day of December, 2013.

/s/ L. Frederick Sutherland

Signature

L. Frederick Sutherland

Print Name