

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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

1. Name and Address of Reporting Person* <u>CCMP Capital, LLC</u>			2. Issuer Name and Ticker or Trading Symbol <u>ARAMARK Holdings Corp [ ARMK ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2014</u>			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		
<u>245 PARK AVENUE, 16TH FL</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10167</u>								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	03/11/2014		A		16.2193 <sup>(2)</sup>	A	\$0.00	6,268.2193	I	See Footnote <sup>(1)</sup>
Common Stock								19,932,836	D <sup>(1)</sup>	
Common Stock								17,588,516	D <sup>(1)(3)</sup>	
Common Stock								2,344,320	D <sup>(1)(4)</sup>	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
CCMP Capital, LLC

(Last) (First) (Middle)  
245 PARK AVENUE, 16TH FL

(Street)  
NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CCMP Capital Investors II, L.P.

(Last) (First) (Middle)  
C/O CCMP CAPITAL, LLC  
245 PARK AVENUE

(Street)  
NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CCMP Capital Investors (Cayman) II, L.P.

(Last)	(First)	(Middle)
C/O CCMP CAPITAL, LLC		
245 PARK AVENUE		
<hr/>		
(Street)		
NEW YORK	NY	10167
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[CCMP Capital Associates, L.P.](#)

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(Last)	(First)	(Middle)
C/O CCMP CAPITAL, LLC		
245 PARK AVENUE		
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(Street)		
NEW YORK	NY	10167
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[CCMP Capital Associates GP, LLC](#)

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(Last)	(First)	(Middle)
C/O CCMP CAPITAL, LLC		
245 PARK AVENUE		
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(Street)		
NEW YORK	NY	10167
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(City)	(State)	(Zip)

**Explanation of Responses:**

- See Exhibit 99.2.
- The 16.2193 units represent dividend equivalent rights and were granted to Stephen P. Murray (President and Chief Executive Officer of CCMP Capital) in his capacity as a director of the Issuer. The dividend equivalent rights were granted in connection with the Issuer's quarterly dividend and accrued to Mr. Murray on the underlying deferred stock units held by Mr. Murray. These dividend equivalent rights vest on the same schedules as the underlying awards. CCMP Capital beneficially owns such shares indirectly as a result of contractual arrangements among Mr. Murray, the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital. Mr. Murray disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest therein and the inclusion of the securities in this report shall not be deemed to be an admission of beneficial ownership of the reported securities for the purposes of Section 16 of the Exchange Act or otherwise.
- The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors II, L.P.
- The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors (Cayman) II, L.P.

[CCMP CAPITAL, LLC, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO](#) 03/13/2014

[CCMP CAPITAL INVESTORS II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its general partner, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO](#) 03/13/2014

[CCMP CAPITAL INVESTORS \(CAYMAN\) II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its general partner, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO](#) 03/13/2014

[CCMP CAPITAL ASSOCIATES, L.P., By: CCMP Capital Associates GP, LLC, its general partner, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO](#) 03/13/2014

[CCMP CAPITAL ASSOCIATES GP, LLC, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO](#) 03/13/2014

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

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

List of Reporting Persons

Names:

CCMP Capital, LLC  
CCMP Capital Investors II, L.P.  
CCMP Capital Investors (Cayman) II, L.P.  
CCMP Capital Associates, L.P.  
CCMP Capital Associates GP, LLC

Address for each Reporting Person:

c/o 245 Park Avenue  
16th Floor  
New York, NY 10167

This Form 4 is being filed by (i) CCMP Capital Investors II, L.P. ("CCMP Capital Investors"), (ii) CCMP Capital Investors (Cayman) II, L.P. ("CCMP Cayman" and together with CCMP Capital Investors, the "CCMP Capital Funds"), (iii) CCMP Capital Associates, L.P. ("CCMP Capital Associates"), the general partner of the CCMP Capital Funds, (iv) CCMP Capital Associates GP, LLC ("CCMP Capital Associates GP"), the general partner of CCMP Capital Associates and (v) CCMP Capital, LLC ("CCMP Capital"), the owner of CCMP Capital Associates GP (CCMP Capital, together with the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital Associates GP, the "Reporting Persons"). The amount of securities indicated in the second row of Table I reflects the aggregate amount of shares beneficially owned by the CCMP Capital Funds. See footnotes (3) and (4). Each of CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to beneficially own the Issuer's Common Stock reported herein held by the CCMP Capital Funds. The actual pro rata portion of beneficial ownership of any such shares held by the CCMP Capital Funds that may be deemed attributable to CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCMP Capital Associates and the CCMP Capital Funds. The Reporting Persons disclaim beneficial ownership of the securities to the extent it exceeds their pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Exchange Act or otherwise. The amount shown represents the beneficial ownership of the Issuer's Common Stock held by the Reporting Persons as a group. Solely for purposes of Section 16 of the Exchange Act, the CCMP Capital Funds, CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital, LLC may be deemed directors-by-deputization. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.