

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>GOLDMAN SACHS GROUP INC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ARAMARK Holdings Corp [ARMK]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2013</u> | |
| | | 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 |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 12/17/2013 | | S | | 2,534,328 ⁽²⁾⁽³⁾ | D | \$18.9 ⁽²⁾ | 39,866,922 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾ |

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

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

1. Name and Address of Reporting Person*
GOLDMAN SACHS GROUP INC
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GOLDMAN SACHS & CO
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GS CAPITAL PARTNERS V FUND, L.P.
 (Last) (First) (Middle)
200 WEST STREET
 (Street)

(Street)
NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.](#)

(Last) (First) (Middle)
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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.](#)

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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[GS CAPITAL PARTNERS V GMBH & CO. KG](#)

(Last) (First) (Middle)
200 WEST STREET

(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[GSCP V ADVISORS, L.L.C.](#)

(Last) (First) (Middle)
200 WEST STREET

(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[GS ADVISORS V, L.L.C.](#)

(Last) (First) (Middle)
200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person *

GOLDMAN, SACHS MANAGEMENT GP GMBH

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

Explanation of Responses:

- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP V Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP V Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors V"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Capital Partners V Fund, L.P. ("GS Capital V"), GS Capital Partners V GmbH & Co. KG ("GS Germany V"), GS Capital Partners V Institutional, L.P. ("GS V Institutional"), GS Capital Partners V Offshore Fund, L.P. ("GS V Offshore," and, together with GS Capital V, GS Germany V and GS V Institutional, the "Funds"). GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH and the Funds are defined collectively, as the "Reporting Persons".
- In connection with the initial public offering (the "Offering") of common stock, par value \$0.01 per share (the "Common Stock") of Aramark Holdings Corporation (the "Company") by the Company and certain selling stockholders pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated December 11, 2013, the Funds, as selling stockholders, sold 1,444,364 shares of Common Stock of the Company at \$18.90 per share, which represents the \$20.00 Offering price per share of Common Stock, less the underwriting discount of \$1.10 per share of Common Stock. The Offering closed on December 17, 2013.
- Pursuant to the Underwriting Agreement and in connection with the Offering, the underwriters exercised their option ("Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholders. Goldman Sachs is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed concurrently with the Offering on December 17, 2013. The Funds sold an additional 1,089,964 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.
- GS Group may be deemed to beneficially own 1,250 shares of Common Stock, representing restricted stock units (the "Restricted Shares") which were granted to Sanjeev K. Mehra, a managing director of Goldman Sachs, in his capacity as a director of the Company, pursuant to the ARAMARK Holdings Corporation 2013 Stock Incentive Plan. The Restricted Shares shall vest one year from the grant date of December 11, 2013. The Restricted Shares will be settled in shares of Common Stock six months following the director's departure from the board. The Reporting Person has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
- As of December 17, 2013, as a result of the Offering and the exercise of the Over-Allotment Option, Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 39,865,672 shares of Common Stock by reason of the direct beneficial ownership of such shares by the Funds because affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the Funds. Goldman Sachs is the investment manager of certain of the Funds.
- As of December 17, 2013, as a result of the Offering and the exercise of the Over-Allotment Option, GS Capital V may be deemed to beneficially own directly 20,991,668 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GSCP V Advisors. GS V Offshore may be deemed to beneficially own directly 10,843,424 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GSCP V Offshore Advisors. GS V Institutional may be deemed to beneficially own directly 7,198,345 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GS Advisors V. GS Germany V may be deemed to beneficially own directly 832,235 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GS GmbH.
- Each of the Reporting Persons and Mr. Mehra disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such entity or individual, as applicable, is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Kevin P. Treanor, Attorney-in-fact 12/19/2013

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** 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.