

Aramark
Form 4
May 29, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol
Aramark [ARMK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock, par value \$0.01 per share ("Common Stock") | 05/27/2015 | | S | | 3,750,000 | D \$ 31.47 | 3,112,861 D <u>(1) (2)</u> <u>(3)</u> |
| Common Stock | 05/27/2015 | | S | | 3,308,959 | D \$ 31.47 | 2,746,754 D <u>(1) (2)</u> <u>(3) (4)</u> |
| Common Stock | 05/27/2015 | | S | | 441,041 | D \$ 31.47 | 366,107 D <u>(1) (2)</u> <u>(3) (5)</u> |
| Common Stock | | | | | | | 1,267.3513 I See Footnotes |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CCMP Capital, LLC 245 PARK AVENUE, 16TH FL NEW YORK, NY 10167 | | X | | |
| CCMP Capital Investors (Cayman) II, L.P. C/O INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 ELGIN AVENUE GEORGE TOWN, E9 KY1-9005 | | X | | |
| CCMP Capital Investors II, L.P. C/O CCMP CAPITAL, LLC 245 PARK AVENUE NEW YORK, NY 10167 | | X | | |
| CCMP Capital Associates, L.P. C/O CCMP CAPITAL, LLC 245 PARK AVENUE NEW YORK, NY 10167 | | X | | |
| CCMP Capital Associates GP, LLC C/O CCMP CAPITAL, LLC | | X | | |

245 PARK AVENUE
NEW YORK, NY 10167

Signatures

| | |
|--|------------|
| CCMP CAPITAL, LLC, By: /s/ Richard G. Jansen, Name: Richard G. Jansen, Title: Managing Director and General Counsel | 05/29/2015 |
| **Signature of Reporting Person | Date |
| 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/ Richard G. Jansen, Name: Richard G. Jansen, Title: Managing Director and General Counsel | 05/29/2015 |
| **Signature of Reporting Person | Date |
| 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/ Richard G. Jansen, Name: Richard G. Jansen, Title: Managing Director and General Counsel | 05/29/2015 |
| **Signature of Reporting Person | Date |
| CCMP CAPITAL ASSOCIATES, L.P., By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Name: Richard G. Jansen, Title: Managing Director and General Counsel | 05/29/2015 |
| **Signature of Reporting Person | Date |
| CCMP CAPITAL ASSOCIATES GP, LLC, By: /s/ Richard G. Jansen, Name: Richard G. Jansen, Title: Managing Director and General Counsel | 05/29/2015 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

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 first row of Table I reflects the aggregate amount of Common Stock beneficially owned by the CCMP Capital Funds. *See* footnotes (4) and (5). (Continued in Footnote 2).

(1) 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. (Continued in Footnote 3).

(2) 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. 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.

(3) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors II, L.P.

(4) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors (Cayman) II, L.P.

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- (6) The 1,267.3513 units represent deferred stock units and were granted to Stephen P. Murray (former President and Chief Executive Officer of CCMP Capital) in connection with his service as a director of the Issuer. As disclosed by the Issuer, in a Form 8-K filed on January 29, 2015 with the Securities and Exchange Commission, Mr. Murray resigned as a member of the Issuer's Board of Directors on January 26, 2015. CCMP Capital beneficially owns the 1,267.3513 deferred stock units indirectly pursuant to a contract between Mr. Murray and CCMP Capital Advisors, LLC relating to Mr. Murray's services on the Issuer's board of directors, which provides that any equity securities, including the foregoing deferred stock units, awarded to Mr. Murray by the Issuer in consideration for his service as a director are to be held by Mr. Murray for the benefit of the CCMP Capital Funds, and are to be voted and disposed of at the direction of CCMP Capital.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.