

Aramark
Form 8-K
December 17, 2014

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): December 17, 2014
(December 11, 2014)

Aramark
(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-36223
(Commission
File Number)

20-8236097
(IRS Employer
Identification No.)

1101 Market Street

Philadelphia, Pennsylvania
(Address of Principal Executive Offices)

19107
(Zip Code)

(Registrant's Telephone Number, Including Area Code): (215) 238-3000

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On December 11, 2014, Aramark (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Goldman, Sachs & Co., J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. LLC as representatives of the several underwriters named therein (collectively, the Underwriters) and the selling stockholders named therein (the Selling Stockholders), relating to the offering and sale by the Selling Stockholders of 30,000,000 shares of the Company's common stock, par value \$0.01 per share, pursuant to the Company's Registration Statements on Form S-1 (File Nos. 333-200694 and 333-200879). The offering price to the public was \$28.00 per share, and the Underwriters agreed to purchase the shares from the Selling Stockholders at a price of \$27.02 per share. Certain of the selling stockholders also granted the Underwriters an option to purchase up to 4,500,000 additional shares. On December 12, 2014, the Underwriters exercised this option in full.

The Underwriting Agreement contains certain representations, warranties, covenants and conditions. It also provides that the Company will indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or contribute to payments the Underwriters may be required to make because of any of those liabilities.

The foregoing description of the terms of the Underwriting Agreement does not purport to be complete and is subject to, and qualified in its entirety by reference to, the Underwriting Agreement which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

Item 8.01. Other Events.

The previously announced underwritten secondary offering by the Selling Stockholders of an aggregate of 34,500,000 shares of common stock of the Company closed on December 17, 2014. The Selling Stockholders received all of the net proceeds from this offering. No shares were sold by the Company.

Item 9.01 Financial Statements and Exhibits

Exhibit

| No. | Description of Exhibit |
|-----|--|
| 1.1 | Underwriting Agreement, dated as of December 11, 2014, by and among Aramark, the selling stockholders named therein and the representatives of the underwriters party thereto. |

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 hereunto duly authorized.

Aramark

By: /s/ Joseph Munnelly
Name: Joseph Munnelly
Title: Senior Vice President, Controller and
Chief Accounting Officer

December 17, 2014

EXHIBIT INDEX

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No.**

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