

Aramark
Form 4
August 24, 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 *
Warburg Pincus Private Equity IX, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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	(A) or (D)	Price
Common stock, par value \$0.01 per share ("Common Stock")	08/21/2015		S		6,517,070 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	\$ 32.30 <u>(4)</u>
					0	<u>(1)</u> <u>(2)</u> <u>(3)</u>	
						D	<u>(1)</u> <u>(2)</u> <u>(3)</u>

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

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SEC 1474 (9-02)

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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 Following Transaction (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
Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus IX GP L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WPP GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus Partners GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS & CO.		X		

450 LEXINGTON AVENUE
NEW YORK, NY 10017

KAYE CHARLES R
C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Landy Joseph P.
C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

WARBURG PINCUS PRIVATE EQUITY IX, L.P., By: WP IX GP L.P., its GP, By: WPP GP LLC, its GP, By: WP Partners, its Managing Member, By: WP Partners GP LLC, its GP, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Title: Partner 08/21/2015

--Signature of Reporting Person Date

WARBURG PINCUS IX GP L.P., By: WPP GP LLC, its GP, By: WP Partners, its Managing Member, By: WP Partners GP LLC, its GP, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Title: Partner 08/21/2015

--Signature of Reporting Person Date

WPP GP LLC, By: Warburg Pincus Partners, L.P., its Managing Member, By: Warburg Pincus Partners GP LLC, its GP, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Name: Robert B. Knauss, Title: Partner 08/21/2015

--Signature of Reporting Person Date

WARBURG PINCUS PARTNERS, L.P., By: Warburg Pincus Partners GP LLC, its GP, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Name: Robert B. Knauss, Title: Partner 08/21/2015

--Signature of Reporting Person Date

WARBURG PINCUS PARTNERS GP LLC, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Name: Robert B. Knauss, Title: Partner 08/21/2015

--Signature of Reporting Person Date

WARBURG PINCUS LLC, By: /s/ Robert B. Knauss, Name: Robert B. Knauss, Title: Managing Director 08/21/2015

--Signature of Reporting Person Date

WARBURG PINCUS & CO., By: /s/ Robert B. Knauss, Name: Robert B. Knauss, Title: Partner 08/21/2015

--Signature of Reporting Person Date

CHARLES R. KAYE, By: /s/ Robert B. Knauss, Name: Robert B. Knauss, Title: Attorney-in-Fact* 08/21/2015

--Signature of Reporting Person Date

JOSEPH P. LANDY, By: /s/ Robert B. Knauss, Name: Robert B. Knauss, Title: Attorney-in-Fact* 08/21/2015

--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).

Represents shares of common stock, par value \$0.01 per share ("Common Stock") of Aramark (the "Issuer"). Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX") is the direct record owner of the securities reported herein. Warburg Pincus IX GP L.P., a Delaware limited partnership ("WP IX GP LP"), is the general partner of WP IX. WPP GP LLC, a Delaware limited liability company ("WPP GP LLC"), is the general partner of WP IX GP LP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP LLC. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP LLC"), is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP LLC. (Continued in Footnote 2)
- (1) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages WP IX. Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and Co-Chief Executive Officers and Managing Members of WP LLC and may be deemed to control the Warburg Pincus Reporting Persons (as defined below). Each of Messrs. Kaye and Landy, together with WP IX, WP IX GP LP, WPP GP LLC, WP Partners, WP Partners GP LLC, WP and WP LLC are collectively referred to herein as the "Warburg Pincus Reporting Persons."
- (2) Each Warburg Pincus Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock of the Issuer, except to the extent of its pecuniary interest in such shares of Common Stock. Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, WP IX, WP IX GP LP, WPP GP LLC, WP Partners, WP Partners GP LLC and WP may be deemed directors-by-deputization. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.
- (3) This amount represents the \$32.30 purchase price per share of Common Stock of the Issuer pursuant to: (i) that certain Underwriting Agreement, dated as of August 17, 2015, by and among the Issuer, the underwriter identified therein, WP IX and the other selling stockholders identified therein; and (ii) that certain Share Repurchase Agreement, dated as of August 17, 2015, by and among the Issuer, WP IX and the other selling stockholders identified therein.
- (4)

Remarks:

* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange

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.