

Aramark  
Form 8-K  
May 27, 2015

**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): May 27, 2015**  
**(May 21, 2015)**

**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.**

*Secondary Offering Underwriting Agreement*

On May 21, 2015, Aramark (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC (the Underwriter ) and the selling stockholders listed on Schedule I thereto (the Selling Stockholders ), relating to the offering and sale by the Selling Stockholders of 25,000,000 shares (the Shares ) of the Company's common stock, par value \$0.01 per share, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-202133), filed on February 17, 2015, as supplemented by the prospectus supplement dated May 21, 2015.

The Underwriting Agreement contains certain representations, warranties, covenants and conditions. It also provides that the Company will indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or contribute to payments the Underwriter 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.

*Amendment to Stockholders Agreement*

On May 26, 2015, the Company entered into Amendment No. 2 to the Amended and Restated Stockholders Agreement (the Stockholders Agreement ), dated December 10, 2013, by and among the Company, Aramark Intermediate HoldCo Corporation and the stockholders named therein (the Amendment ). The Amendment provides that in the event that an investor group that is a party to the Stockholders Agreement no longer retains the right under the Stockholders Agreement to designate a member of the Company's board of directors (the Board ), such investor group's director designee shall resign upon the request of the Board at such time as the Board identifies and designates an independent director as successor. The Amendment also provides that for so long as (i) at least two investor group designees serve on the Board as directors and (ii) members of at least two investor groups retain at least 10% of their original share ownership, a quorum shall be present for purposes of taking board action if a majority of the directors of the Board, including at least one investor designee, are present.

**Item 8.01. Other Events.**

The previously announced underwritten secondary offering by the Selling Stockholders of the Shares closed on May 27, 2015. Pursuant to the Underwriting Agreement, the Underwriter purchased the Shares at a price of \$31.47 per share. The Selling Stockholders received all of the proceeds from this offering. No Shares were sold by the Company. In connection with this offering, the legal opinion as to the legality of the Shares is filed herewith as Exhibit 5.1.

**Item 9.01. Financial Statements and Exhibits.**

**Exhibit**

No.	Description of Exhibit
1.1	Underwriting Agreement, dated May 21, 2015, by and among Aramark, the selling stockholders listed on Schedule I thereto and Credit Suisse Securities (USA) LLC, as underwriter.

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- 5.1 Opinion of Simpson Thacher & Bartlett LLP.
- 23.1 Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1).

**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

May 27, 2015

**EXHIBIT INDEX**

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