

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MCKEE LYNN</u>			2. Issuer Name and Ticker or Trading Symbol <u>Vestis Corp [VSTS]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last) (First) (Middle) <u>VESTIS CORPORATION</u> <u>500 COLONIAL CENTER PARKWAY, SUITE 140</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>10/02/2023</u>			
(Street) <u>ROSWELL</u> <u>GA</u> <u>30076</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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	10/02/2023		A		2,744 ⁽¹⁾⁽²⁾	A	\$0	137,996	D	
Common Stock, par value \$0.01 per share	10/02/2023		A		10,583 ⁽²⁾⁽³⁾	A	\$0	148,579	D	
Common Stock, par value \$0.01 per share								25,000	I	See footnote ⁽⁴⁾ ⁽⁵⁾
Common Stock, par value \$0.01 per share								32,895	I	By trusts ⁽⁶⁾

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 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents a grant of deferred stock units, which will vest on January 31, 2024, subject to the Reporting Person's continued service, and, if vested, will be settled in shares of Vestis common stock on the first day of the seventh month after the date of the Reporting Person's departure from the board.

2. Each stock unit represents the right to receive, at settlement, one share of Vestis common stock.

3. Represents a special grant of deferred stock units, which is 100% vested upon grant, and will be settled in shares of Vestis common stock on the first day of the seventh month after the date of the Reporting Person's departure from the board.

4. These shares are held by a limited partnership for which the Reporting Person serves as a general partner.

5. On October 3, 2023, the Reporting Person filed a Form 4 which inadvertently included shares owned directly with the indirect holdings following the reported transaction. The amount of shares should have been 25,000 shares of Vestis common stock. There is no change to the transaction.

6. On October 3, 2023, the Reporting Person filed a Form 4 which inadvertently included shares owned directly with the indirect holdings following the reported transaction. The amount of shares should have been 32,895. There is no change to the transaction.

Remarks:

The Reporting Person disclaims beneficial ownership of all indirectly held securities except to the extent of her pecuniary interest therein.

/s/ Timothy Donovan, General Counsel, as Attorney-in-fact
10/04/2023
** 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.