

FORM 4

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

OMB APPROVAL

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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).

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

☐ 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.

1. Name and Address of Reporting Person* <u>Kervin Angela</u> (Last) (First) (Middle) <u>VESTIS CORPORATION</u> <u>500 COLONIAL CENTER PARKWAY, SUITE 140</u> (Street) <u>ROSWELL</u> <u>GA</u> <u>30076</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vestis Corp [VSTS]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/02/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and Chief HR Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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		508 ⁽¹⁾⁽²⁾⁽³⁾	A	(2)	693	D	
Common Stock, par value \$0.01 per share	10/02/2023		A		11,261 ⁽³⁾⁽⁴⁾	A	(4)	11,954	D	
Common Stock, par value \$0.01 per share	10/02/2023		A		2,851 ⁽³⁾⁽⁵⁾	A	(5)	14,805	D	
Common Stock, par value \$0.01 per share	10/02/2023		A		13,480 ⁽³⁾⁽⁶⁾	A	(6)	28,285	D	
Common Stock, par value \$0.01 per share	10/02/2023		A		3,458 ⁽³⁾⁽⁷⁾	A	(7)	31,743	D	
Common Stock, par value \$0.01 per share	10/02/2023		A		8,070 ⁽³⁾⁽⁸⁾	A	(8)	39,813	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$18.09 ⁽⁹⁾	10/02/2023		A		6,952		(9)	11/18/2031	Common Stock, par value \$0.01 per share	6,952	\$0	6,952	D	
Stock Option (Right to Buy)	\$19.76 ⁽¹⁰⁾	10/02/2023		A		4,859		(10)	11/17/2032	Common Stock, par value \$0.01 per share	4,859	\$0	4,859	D	
Stock Option (Right to Buy)	\$18.21 ⁽¹¹⁾	10/02/2023		A		14,183		(11)	03/01/2033	Common Stock, par value \$0.01 per share	14,183	\$0	14,183	D	
Premium Stock Option (Right to Buy)	\$20.41	10/02/2023		A		40,000		(12)	10/02/2033	Common Stock, par value \$0.01 per share	40,000	\$0	40,000	D	

Explanation of Responses:

1. The transactions reported herein are the result of the consummation on September 30, 2023 of the distribution of approximately 130,725,188 shares of common stock of Vestis Corporation ("Vestis") by Aramark ("Aramark") to holders of Aramark common stock on a pro rata basis (the "Spin-Off").
2. Represents conversion of an award of restricted stock units granted by Aramark into restricted stock units with respect to Vestis common stock as a result of the Spin-Off, which will vest 100% on November 21, 2023.
3. Each restricted stock unit represents the right to receive, at settlement, one share of Vestis common stock.
4. Represents conversion of an award of restricted stock units granted by Aramark into restricted stock units with respect to Vestis common stock as a result of the Spin-Off, which will vest 100% on June 1, 2024.
5. Represents conversion of an award of restricted stock units granted by Aramark into restricted stock units with respect to Vestis common stock as a result of the Spin-Off, which will vest 50% on November 18, 2023 and 50% on November 18, 2024.
6. Represents conversion of an award of restricted stock units granted by Aramark into restricted stock units with respect to Vestis common stock as a result of the Spin-Off, which will vest 50% on July 15, 2024 and 50% on July 15, 2025.
7. Represents conversion of an award of restricted stock units granted by Aramark into restricted stock units with respect to Vestis common stock as a result of the Spin-Off, which will vest 25% on November 17, 2023, 25% on November 17, 2024, 25% on November 17, 2025 and 25% on November 17, 2026.
8. Represents conversion of an award of restricted stock units granted by Aramark into restricted stock units with respect to Vestis common stock as a result of the Spin-Off, which will vest 25% on March 1, 2024, 25% on March 1, 2025, 25% on March 1, 2026 and 25% on March 1, 2027.

9. Represents conversion of an option to purchase Aramark common stock granted by Aramark into the option to purchase Vestis common stock as a result of the Spin-Off, which 33.33% is fully vested, 33.33% vests on November 18, 2023, and 33.34% vests on November 18, 2024. The exercise price reflects the adjustments that occurred as of October 2, 2023 in connection with the Spin-Off as described in the registration statement on Form 10 filed with the SEC by Vestis.

10. Represents conversion of an option to purchase Aramark common stock granted by Aramark into the option to purchase Vestis common stock as a result of the Spin-Off, of which 25% vests on November 17, 2023, 25% vests on November 17, 2024, 25% vests on November 17, 2025 and 25% vests on November 17, 2026. The exercise price reflects the adjustments that occurred as of October 2, 2023 in connection with the Spin-Off as described in the registration statement on Form 10 filed with the SEC by Vestis.

11. Represents conversion of an option to purchase Aramark common stock granted by Aramark into the option to purchase Vestis common stock as a result of the Spin-Off, of which 0% is fully vested, and 25% vests on March 1, 2024, 25% vests on March 1, 2025, 25% vests on March 1, 2026 and 25% vests on March 1, 2027. The exercise price reflects the adjustments that occurred as of October 2, 2023 in connection with the Spin-Off as described in the registration statement on Form 10 filed with the SEC by Vestis

12. Represents a premium price option to purchase shares of Vestis common stock, which vests on the third anniversary of the date of grant.

Remarks:

/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.

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