

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

**OMB APPROVAL**

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>ROARK CAPITAL PARTNERS III AIV LP</u>  (Last) (First) (Middle) <u>C/O ROARK CAPITAL MANAGEMENT, LLC</u> <u>1180 PEACHTREE STREET, SUITE 2500</u>  (Street) <u>ATLANTA GA 30309</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>12/29/2021</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Driven Brands Holdings Inc. [ DRVN ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p align="center"><u>See Remarks.</u></p>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	73,575,368	I	See footnote <sup>(1)(2)(3)</sup>

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

- In connection with an internal reorganization of Roark's holding structure, (a) Driven Equity LLC transferred 39,297,463 shares of common stock, par value \$0.01 per share, of Driven Brands Holdings Inc. (the "Common Stock"), to its direct subsidiary, Driven Equity Sub LLC, for no consideration, and (b) Roark Capital Partners III LP contributed for no consideration its interests in RC Driven Holdco LLC to Roark Capital Partners III AIV LP, the general partner of which is Roark Capital Partners III LLC. As a result (i) Roark Capital Partners III AIV LP became a reporting person, and (ii) Roark Capital Partners III LP no longer has beneficial ownership of, or a pecuniary interest in, the shares of Common Stock held by Driven Equity LLC and Driven Equity Sub LLC.
- Consists of shares of Common Stock 39,297,463 held directly by Driven Equity Sub LLC and 34,277,905 shares of Common Stock held directly by Driven Equity LLC. Driven Equity Sub LLC is controlled by Driven Equity LLC, which is controlled by RC Driven Holdco LLC, which is controlled by Roark Capital Partners III AIV LP, which is in turn controlled by its general partner, Roark Capital GenPar III LLC. Roark Capital GenPar III LLC is controlled by its managing member, Neal K. Aronson. (Continued in FN3)
- (Continued from FN2) Each of RC Driven Holdco LLC, Roark Capital Partners III AIV LP, Roark Capital GenPar III LLC (collectively with Driven Equity LLC and Driven Equity Sub LLC, the "Driven Equity Entities") and Mr. Aronson may be deemed to have voting and dispositive power with respect to the shares of Common Stock directly held by Driven Equity LLC and Driven Equity Sub LLC and therefore be deemed to be the beneficial owner of the shares of Common Stock held by these entities, but each disclaims beneficial ownership of such shares of Common Stock except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity or person is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

The Driven Equity Entities are members of a 10% group with (i) Neal K. Aronson and (ii) RC IV Cayman ICW Holdings Sub LLC, RC IV Cayman ICW Holdings LLC, RC IV Cayman ICW Equity LLC, Roark Capital Partners IV Cayman AIV LP, Roark Capital GenPar IV Cayman AIV LP and Roark Capital GenPar IV Cayman AIV Ltd (the "RC IV Entities"). None of the shares of Common Stock held by Mr. Aronson and the RC IV Entities are reflected in this report.

/s/ Stephen D. Aronson,  
Vice President, General      01/03/2022  
Counsel and Secretary.

\*\* 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 5 (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.**

