

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

<p>1. Name and Address of Reporting Person*</p> <p><u>ARONSON NEAL K</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>440 SOUTH CHURCH STREET, SUITE 700</p> <hr/> <p>(Street)</p> <p>CHARLOTTE NC 28202</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Driven Brands Holdings Inc. [DRVN]</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</p> <p style="text-align: center;">See Remarks</p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>08/09/2021</p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		

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	08/09/2021		s		8,130,510	D	\$29.5	74,172,549	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share	08/09/2021		s		3,869,490	D	\$29.5	35,300,367	I	See footnote ⁽²⁾⁽³⁾

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					

Explanation of Responses:

- Consists of shares held directly by Driven Equity LLC. Driven Equity LLC is controlled by RC Driven Holdco LLC. RC Driven Holdco LLC is controlled by Roark Capital Partners III 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. Mr. Aronson may be deemed to have voting and dispositive power with respect to the common stock directly owned by Driven Equity LLC and therefore be deemed to be the beneficial owner of the common stock held by Driven Equity LLC, but disclaims beneficial ownership of such common stock except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that Mr. Aronson 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.
- Consists of shares held directly by RC IV Cayman ICW Holdings LLC. RC IV Cayman ICW Holdings LLC is controlled by RC IV Cayman Equity ICW LLC. RC IV Cayman Equity ICW LLC is controlled by Roark Capital Partners IV Cayman AIV LP, which is in turn controlled by its general partner, Roark Capital GenPar IV Cayman AIV LP. Roark Capital GenPar IV Cayman AIV LP is controlled by its general partner, Roark Capital GenPar IV Cayman AIV Ltd. (Continued in FN3)
- (Continued from FN2) By virtue of being a member of a group with the RC IV Entities (as defined below), Mr. Aronson may be deemed to have voting and dispositive power with respect to the common stock directly owned by RC IV Cayman ICW Holdings LLC and therefore be deemed to be the beneficial owner of the common stock held by RC IV Cayman ICW Holdings LLC, but disclaims beneficial ownership of such common stock except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that Mr. Aronson 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 reporting person is a member of a 10% group with (i) Driven Equity LLC, RC Driven Holdco LLC, Roark Capital Partners III LP and Roark Capital GenPar III LLC and (ii) RC IV Cayman ICW Holdings LLC, RC IV Cayman Equity ICW LLC, Roark Capital Partners IV Cayman AIV LP, Roark Capital GenPar IV Cayman AIV LP and Roark Capital GenPar IV Cayman AIV Ltd (such entities, the "RC IV Entities")

/s/ Neal Aronson

08/11/2021

** 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.