WENDY'S/ARBY'S GROUP, INC.

Form 4/A

November 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

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obligations

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may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction

1 Name and Address of Reporting Person *

1(b).

Stock

(Print or Type Responses)

GARDEN EDWARD P			Symbo	NDY'S/ARBY'S GROUP, INC.	Issuer	Issuer (Check all applicable)			
	(Last) 280 PARK		(Mont	te of Earliest Transaction th/Day/Year) 9/2008	_X_ Director Officer (give tit below)	le 10% Owner Other (specify below)			
	NEW YOR	(Street) RK, NY 10017 (State)	Filed(10/03	Amendment, Date Original Month/Day/Year) 3/2008	Applicable Line) _X_ Form filed by On Form filed by Mos Person	re than One Reporting			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	1	Code (Instr. 3, 4 and 5)	•	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)			
	Class A Common	09/29/2008		$J_{(1)(2)}^{(1)(2)}$ 23,110,592 A	(3) 27,227,751	By Trian I Partners			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(1)(2)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(1)(2)

(4) (5) (6)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GARDEN EDWARD P 280 PARK AVENUE NEW YORK, NY 10017	X					

Signatures

Edward P.
Garden

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

On September 29, 2008, the Issuer (formerly known as Triarc Companies, Inc., a Delaware corporation) completed the acquisition of Wendy's International, Inc. ("Wendy's") pursuant to the terms of an Agreement and Plan of Merger and, as a result of a merger of Wendy's and a wholly-owned subsidiary of the Issuer in which Wendy's was the surviving corporation (the "Merger"), Wendy's is now

- (1) a wholly-owned subsidiary of the Issuer. As a result of the Merger, holders of Wendy's common stock received 4.25 shares of the Issuer's Class A Common Stock ("Class A Common Stock") in exchange for each share of Wendy's common stock held by them. Trian Partners held its shares of Wendy's common stock in a number of brokerage accounts and as such, upon the Merger, certain of its holdings converted into a number of whole shares of the Issuer plus a fractional interest of a share.
- (FN 1, contd.) Accordingly, in connection with the Merger, Trian Partners received an aggregate of 23,110,592, rather than 23,110,593
 (2) shares of Class A Common Stock, as previously reported, in consideration for the 5,437,787 shares of Wendy's common stock held by Trian Partners.
- On September 29, 2009, the closing price of the Class A Common Stock, Class B Common Stock and Wendy's common stock was \$5.90, \$6.75 and \$19.21, respectively.

Trian Fund Management GP, LLC ("Trian Management GP") is the general partner of Trian Fund Management, L.P ("Trian Management"), which serves as (i) the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund,

(4) L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I") and Trian Partners Parallel Fund II, L.P. ("Parallel Fund II") and collectively, the "Trian Entities") and (ii) the investment manager for a separate account owned by TCMG-MA, LLC (the "Separate Account"). Trian Management has full discretion and authority to make all investment and voting decisions in respect of the Separate Account.

Reporting Owners 2

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- (FN 4, contd.) Trian Partners General Partner, LLC ("Trian GP LLC") is the general partner of Trian Partners GP, L.P. ("Trian GP"), which is the general partner of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC ("Parallel Fund I GP LLC") is the general partner of Parallel Fund I. Trian Partners Parallel Fund II General Partner, LLC ("Parallel Fund II GP LLC")
- is the general partner of Trian Partners Parallel Fund II GP, L.P. ("Parallel Fund II GP"), which is the general partner of Parallel Fund II. Mr. Garden is a member of each of Trian Management GP, Trian GP LLC, Parallel Fund I GP LLC and Parallel Fund II GP LLC (the "Management Entities") and therefore is in a position to determine the investment and voting decisions made by Trian GP, the Trian Entities and the Separate Account.
 - (FN 5, contd.) Accordingly, Mr. Garden may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Management Entities, the Trian Entities, Trian GP and the
- (6) Separate Account (collectively, "Trian Partners"). Mr. Garden disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that Mr. Garden is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

The transactions involving securities of the Issuer reported in this filing are the same securities and transactions reported separ Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.