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Wendy's C Form 4 July 09, 20	15										
Check this box if no longer subject to Section 16. SECURITIES SECURITIES Number: Vumber: January 3 Section 16. SECURITIES SECURITIES								3235-0287 January 31, 2005 verage			
(Print or Type	e Responses)										
			2. Issuer Name and Ticker or Trading Symbol Wendy's Co [WEN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check					(Check	c all applicable)		
280 PARK AVENUE			(Month/Day/Year) 07/08/2015					_X_Director _X_10% Owner Officer (give titleOther (specify below) below)			
				led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)							5. Amount of Securities Beneficially Owned Following Reported	-	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	07/08/2015			D	77,348 (1)	D	\$ 11.45	233,221 (1)	D		
Common Stock	07/08/2015			D	13,232,044 (2)	D	\$ 11.45	40,792,537 (2)	Ι	By Trian Partners (3) (4)	

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

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 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GARDEN EDWARD P 280 PARK AVENUE NEW YORK, NY 10017	Х	Х						
Signatures								
Stuart I. Rosen, Attorney-In-Fa Garden	07/09/2015							
<u>**</u> Signature of Reporting	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).

The number of shares in column 4 represents the number of shares Mr. Garden will sell to the Issuer pursuant to the Stock Purchase Agreement dated June 2, 2015 and the number of shares in column 5 represents the number of shares that Mr. Garden will beneficially

Agreement dated Jule 2, 2015 and the number of shares in column 5 represents the number of shares that Mi. Garden will beneficiary own directly following the closing of such sale. The closing of the sale is expected to occur on July 16, 2015 or such other later date as the parties may agree.

(2) The number of shares in column 4 represents the number of shares the Trian Funds and Trian GP (each as defined below) will sell to the Issuer pursuant to the Stock Purchase Agreement dated June 2, 2015 and the number of shares in column 5 represents the number of shares that the Trian Funds and Trian GP will beneficially own following the closing of such sale. The closing of the sale is expected to occur on July 16, 2015 or such other later date as the parties may agree.

Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I") and Trian Partners Strategic Investment Fund, L.P. ("Strategic Fund" and collectively, the "Trian Funds"), and as such determines the investment and voting

(3) decisions of the Trian Funds with respect to the shares of the Issuer held by them. Mr. Garden is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and as such is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Funds. Mr. Garden is also a member of Trian Partners General Partner, LLC ("Trian GP LLC"), the general partner of Trian Partners GP, L.P. ("Trian GP"), and as such is in a position to determine the investment and voting decisions made by Trian GP LLC on behalf of Trian GP.

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(FN 3, contd.) Accordingly, Mr. Garden may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the

(4) Securities Exchange Act of 1934) the shares beneficially owned by the Trian Funds and Trian GP. 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 the reporting person 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 referred to as being beneficially owned by Trian Partners that are reported in in Form 4s filed by Trian Fund Management, L.P.; Trian Partners General Partner, LLC; Trian Fund Management GP, LLC; Trian Partners Strategic Investment Fund General Partner, LLC; Trian Partners GP, L.P.; Trian Partners, L.P.; Trian Partners M Trian Partners Strategic Investment Fund, L.P. and Trian Partners Strategic Investment Fund GP, L.P. (collectively, the "Trian The shares of the Issuer referred to in this filing as beneficially owned by Trian Partners are the same shares as those reported to the shares of the Issuer referred to in this filing as beneficially owned by Trian Partners are the same shares as those reported to the same shares as t

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.