

Wendy's Co
Form 4
December 06, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAY PETER W

(Last) (First) (Middle)
280 PARK AVENUE
(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Wendy's Co [WEN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	12/02/2016		P	1,540,084	A	\$ 12.6243 (1)	42,332,621 I	By Trian Partners (2) (3)
Common Stock	12/05/2016		P	900,000	A	\$ 12.8458 (4)	43,232,621 I	By Trian Partners (2) (3)
Common Stock	12/06/2016		P	1,303,300	A	\$ 12.9602 (5)	44,535,921 I	By Trian Partners (2) (3)
Common Stock							5,396,911 D	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
MAY PETER W 280 PARK AVENUE NEW YORK, NY 10017	X	X		

Signatures

Stuart I. Rosen, Attorney-in-Fact for Peter W. May 12/06/2016

__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).
- (1) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$12.5750 to \$12.7500. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (2) Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P., Triam Partners Master Fund, L.P., Triam Partners Parallel Fund I, L.P. and Triam Partners Strategic Investment Fund, L.P., Triam Partners Strategic Fund-G II L.P., Triam Partners Strategic Fund-G III, L.P., Triam Partners Strategic Fund-K, L.P., and Triam Partners Strategic Fund-C, Ltd. (collectively, the "Triam Funds"), and as such determines the investment and voting decisions of the Triam Funds with respect to the shares of the Issuer held by them. Mr. May is a member of Triam Fund Management GP, LLC, which is the general partner of Triam Management, and as such is in a position to determine the investment and voting decisions made by Triam Management on behalf of

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the Trian Funds. Mr. May 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

- (3) (FN 2, contd.) investment and voting decisions made by Trian GP LLC on behalf of Trian GP. Accordingly, Mr. May 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 Trian Funds and Trian GP. Mr. May 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.

- (4) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$12.73 to \$12.915. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

- (5) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$12.85 to \$13.07. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

Remarks:

The transactions involving securities of the Issuer referred to as being beneficially owned by Trian Partners that are reported in

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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