#### Edgar Filing: Wendy's Co - Form 4

| Wendy's Co<br>Form 4<br>August 05, 2<br><b>FORN</b><br>Check th<br>if no long<br>subject to<br>Section 1<br>Form 4 co<br>Form 5<br>obligatio<br>may cont<br><i>See</i> Instr<br>1(b). | <b>1 4</b><br>UNITED S<br>is box<br>ger<br>5<br>5<br>6.<br>or<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5<br>5 | STATES SECU<br>W<br>IENT OF CHA<br>suant to Section<br>a) of the Public 1<br>30(h) of the 1 | ashington, I<br>NGES IN B<br>SECURI<br>16(a) of the<br>Utility Holdi | D.C. 205<br>ENEFI<br>TIES<br>Securiting Com | 549<br>[CIA<br>ies E<br>ipany | <b>L OW</b><br>xchange<br>y Act of  | NERSHIP OF<br>e Act of 1934,<br>1935 or Section  | OMB<br>Number:<br>Expires:<br>Estimated a<br>burden hou<br>response  | •                                 |  |
|---|--|---|--|---|-------------------------------|---|--|--|-----------------------------------|--|
| MAY PETER W Symbol  |  |   | er Name <b>and</b> Ticker or Trading<br>y's Co [WEN]                 |   |                               |   | 5. Relationship of Reporting Person(s) to<br>Issuer  |  |                                   |  |
| (Month  |  |   | e of Earliest Transaction<br>h/Day/Year)<br>5/2014                   |   |                               |   | (Check all applicable)<br><u></u> Director <u></u> 10% Owner<br><u></u> Officer (give title <u></u> Other (specify<br>below) |  |                                   |  |
|   |  |   | endment, Date Original<br>nth/Day/Year)                              |   |                               | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |  |                                   |  |
|   |  | (7:-)   |  |   |                               |   | Person   |  |                                   |  |
| (City)  | (State) (  | (Zip) Ta  | ble I - Non-De   | rivative S                                  | Secur                         | ities Acq   | uired, Disposed of   | , or Beneficial  | ly Owned                          |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year)  | 2A. Deemed<br>Execution Date, in<br>any<br>(Month/Day/Year                                  | Transaction<br>Code (  | (Instr. 3, 4                                | spose                         | d of (D)<br>5)<br>Price   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)           | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |                                   |  |
| Common<br>Stock   | 08/05/2014   |   | A 2  | 242   | A<br>(1)                      | \$<br>8.242<br>(1)  | 8,313,278  | D  |                                   |  |
| Common<br>Stock   |  |   |  |   |                               |   | 64,800,245   | I  | By Trian<br>Partners $(2)$<br>(3) |  |

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

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 control number.

#### Edgar Filing: Wendy's Co - Form 4

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Amou<br>Unde<br>Secur | le and<br>unt of<br>rlying<br>tities<br>. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|-----------------------|--|---|---|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares             |   |   |

# **Reporting Owners**

| Reporting Owner Name / Address                       | Relationships     |   |               |  |  |  |  |  |
|--|-------------------|---|---------------|--|--|--|--|--|
| Reporting Owner Rune / Runess                        | Director 10% Owne |   | Officer Other |  |  |  |  |  |
| MAY PETER W<br>280 PARK AVENUE<br>NEW YORK, NY 10017 | Х                 | Х |               |  |  |  |  |  |
| Signatures   |                   |   |               |  |  |  |  |  |
| Stuart I. Rosen, Attorney-in-Fa<br>W. May            | 08/05/2014        |   |               |  |  |  |  |  |

\*\*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).

Shares were issued pursuant to the Company's 2010 Omnibus Award Plan (the "Plan") in lieu of a Board of Directors meeting fee that
 (1) would otherwise be payable in cash. In accordance with the Plan, the price is the average of the closing price per share on the 20 consecutive trading days immediately preceding the date of the meeting fee would otherwise be payable.

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 Entities"), and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. May is a member of Trian Fund Management GP,

(2) decisions of the Than Entitles with respect to the shares of the issuer herd by them. Why is a includer of Than Fund Management of Figure 1. Construction of the investment and voting decisions made by Trian Management on behalf of the Trian Entities. 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 investment and voting decisions made by Trian GP LLC on behalf of Trian GP.

(FN 2, contd.) 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 Entities and Trian GP. Mr. May disclaims beneficial

(3) Securities Exchange Act of 1954) the shares beneficiary owned by the Than Entries and Than OL. Will May dischange beneficiary 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

### Edgar Filing: Wendy's Co - Form 4

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.