Edgar Filing: Wendy's Co - Form 4

Wendy's Co Form 4 February 03, 2012OMB APPROVALFORM 4 Form 5 subject to Section 16. Form 4 or foiligations in (b.OMB APPROVALStatement Company Act of 1934, 30(h) of the Investment Company Act of 1934) (b).Statement Company Act of 1934, 30(h) of the Investment Company Act of 1934)												
(Print or Type	e Responses)											
Trian Fund Management, L.P. Symbo			Symbol		n d Ticker or VEN]	[.] Tradi		5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Date of Ear				-			(Chec	(Check all applicable)				
(Month 280 PARK AVENUE, 41ST FLOOR 02/01,			onth/Day/Year) //01/2012				Director X 10% Owner Officer (give title Other (specify below)					
			f Amendment, Date Original ed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person 					
(City)	(State)	(Zip)	Та	ble I - Nor	1-Derivative	Secu		iired, Disposed of	. or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution 1 any (Month/Da	ed Date, if	3. Transacti Code (Instr. 8)	4. Securitie otor Dispose (Instr. 3, 4	es Acq d of (I and 5) (A) or	uired (A)))	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	(D)	Price	(Instr. 5 and 4)		Please see		
Common Stock	02/01/2012			Р	875,000 (1)	А	\$ 4.7539 (<u>1)</u>	77,498,145	Ι	explanation below (2) (3) (4)		
Common Stock	02/02/2012			Р	875,000 (5)	A	\$ 4.78 (5)	78,373,145	I	Please see explanation below $\frac{(2)}{(3)}$ $\frac{(4)}{(4)}$		
Common Stock	02/03/2012			Р	875,000 (<u>6)</u>	A	\$ 4.8672 (6)	79,248,145	Ι	Please see explanation below (2) (3) (4)		

Edgar Filing: Wendy's Co - Form 4

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.

 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. Transact Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) 7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
I CONTRACTOR OF A	Director	10% Owner	Officer	Other			
Trian Fund Management, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		Х					
Trian Partners Parallel Fund I General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		Х					
Trian Partners General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		Х					
Trian Fund Management GP, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		Х					
Trian Partners Strategic Investment Fund General Partner, LLC 280 PARK AVENUE 41ST FLOOR		Х					

NEW YORK, NY 10017

Signatures

Trian Fund Management, L.P., By: Trian Fund Management GP, LLC, General Partner, By: 02/03/2012 Edward P. Garden

	**Signature of Reporting Person	Date
Edward P. Garden, Member		02/03/2012
	**Signature of Reporting Person	Date
Edward P. Garden, Member		02/03/2012
	**Signature of Reporting Person	Date
Edward P. Garden, Member		02/03/2012
	<u>**</u> Signature of Reporting Person	Date
Edward P. Garden, Member		02/03/2012
	**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).

The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$4.70 to \$4.77. The reporting persons undertake 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.

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

(2) Management), which serves as the management company for Than Fathers, L.F. ("Trian Onshore"), Trian Fathers 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").

(FN 2, contd.) Trian Partners General Partner, LLC is the general partner of Trian Partners GP, L.P. which is the general partner of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC is the general partner of Parallel Fund I. Trian Partners Strategic Investment Fund General Partner, LLC is the general partner of Trian Partners Strategic Investment Fund GP, L.P., which is the general partner of Strategic Fund.

(4) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$4.755 to \$4.810. The
 (5) reporting persons undertake 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.

The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$4.83 to \$4.90. The reporting persons undertake 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:

(3)

Each of Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic In

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.