

Wendy's Co
Form 4
July 09, 2015

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 *
PELTZ NELSON

(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)
07/08/2015

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)
			Code	V	Amount or Price		
Common Stock	07/08/2015		D		3,200,736 (1)	D	
Common Stock	07/08/2015		D		13,232,044 (2)	D	By Trian Partners (3) (4)
Common Stock	07/08/2015		D		42,357 (5)	D	By Peltz 2009 Family Trust (6) (7)
Common Stock	07/08/2015		D		25,892 (8)	D	By Children

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Common Stock	07/08/2015		D	14,733 ⁽¹⁰⁾		D	\$ 11.45	44,169 ⁽¹⁰⁾		I	<u>(7)</u> <u>(9)</u> By Spouse <u>(7)</u>
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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.

SEC 1474
(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 Owned Following Reporting Date (Instr. 5)
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Reporting Owners

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

Signatures

Stuart I. Rosen, Attorney-In-Fact for Nelson Peltz	07/09/2015
**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 number of shares in column 4 represents the number of shares Mr. Peltz 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. Peltz will beneficially 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

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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.

- (3) 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 decisions of the Trian Funds with respect to the shares of the Issuer held by them. Mr. Peltz 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. Peltz 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.

- (4) (FN 3, contd.) Accordingly, Mr. Peltz 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. Peltz 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.

- (5) The number of shares in column 4 represents the number of shares the Peltz 2009 Family Trust 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 Peltz 2009 Family Trust 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.

- (6) All such shares are owned by the Peltz 2009 Family Trust for the benefit of Mr. Peltz's children. Mr. Peltz's spouse is a trustee of the trust.

- (7) The reporting person disclaims beneficial ownership of these securities, 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.

- (8) The number of shares in column 4 represents the aggregate number of shares Mr. Peltz's minor and adult children 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 aggregate number of shares that Mr. Peltz's minor and adult children 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.

- (9) Owned by minor and adult children living in the reporting person's household.

- (10) The number of shares in column 4 represents the number of shares Mr. Peltz's spouse 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. Peltz's spouse will beneficially 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.

Remarks:

The transactions involving securities of the Issuer referred to as being beneficially owned by Trian Partners that are reported 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 Strategic Investment Fund, L.P. and Trian Partners Strategic Investment Fund GP, L.P. (collectively, the "Trian Partners") are the same shares as those reported in this filing as beneficially owned by Trian Partners.

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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