

Frank Joshua D.
Form 4
September 29, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Frank Joshua D.

2. Issuer Name **and** Ticker or Trading
Symbol
SYSCO CORP [SYY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
280 PARK AVENUE, 41ST FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2017

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

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/29/2017		A	231 ⁽¹⁾ A	\$ 54.05	5,760	D
Common Stock	09/29/2017		A	115 ⁽²⁾ A	\$ 54.05	5,875	D
Common Stock					44,480,774	I ⁽³⁾ ⁽⁴⁾	Please see explanation below ⁽³⁾ ⁽⁴⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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)	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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frank Joshua D. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X			
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X			

Signatures

Daniel R. Marx, Attorney-in-Fact for Joshua D. Frank 09/29/2017

____Signature of Reporting Person Date

By: Daniel R. Marx, Attorney-in-Fact for Nelson Peltz, member of the general partner of Trian Fund Management, L.P. 09/29/2017

____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) Represents shares elected to be received in lieu of a portion of non-employee director annual cash retainer fees pursuant to the Sysco Corporation 2013 Long-Term Incentive Plan.
- (2) Represents company match equal to 50% of shares described in Footnote 1.
- (3)

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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., Triam Partners Strategic Investment Fund II, L.P., Triam Partners Strategic Investment Fund-A, L.P., Triam Partners Co-Investment Fund-A, L.P., Triam Partners Strategic Investment Fund-N, L.P., Triam Partners Strategic Investment Fund-D, L.P., Triam Partners Fund (SUB)-G, L.P., Triam Partners Strategic Fund-G II, L.P., Triam Partners Strategic Fund G-III, L.P., Triam Partners Co-Investment Opportunities Fund, Ltd., Triam SPV (Sub) XI, L.P., Triam Partners Strategic Fund-K, L.P. and Triam Partners Strategic Fund-C, Ltd. (collectively, the "Triam Entities") and as such determines the investment and voting decisions of the Triam Entities with respect to the shares of the Issuer held by them.

- (4) (FN 3, contd.) Mr. Frank is a limited partner of certain affiliates of the Triam Entities and Triam Management and therefore may be deemed to have an indirect interest in the shares which they hold. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Frank is a director of the Issuer.

Remarks:

The shares which are reported on this filing as being indirectly held by Mr. Frank and Triam Management through their relation

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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