

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 *
TRIAN FUND MANAGEMENT,
L.P.

(Last) (First) (Middle)

280 PARK AVENUE, 41ST FLOOR

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/08/2015 | | D | 13,232,044 (1) | \$ 40,792,537 (1) 11.45 | I | Please see explanation below (2) (3) (4) |

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)

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| 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 Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Partners Parallel Fund I General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Partners General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Fund Management GP, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Partners Strategic Investment Fund General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |

Signatures

Trian Fund Management, L.P., By: Trian Fund Management GP, LLC, General Partner, By: Edward P. Garden 07/09/2015
**Signature of Reporting Person Date
 Edward P. Garden, Member 07/09/2015
**Signature of Reporting Person Date

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| | | |
|--------------------------|---------------------------------|------------|
| Edward P. Garden, Member | | 07/09/2015 |
| | __Signature of Reporting Person | Date |
| Edward P. Garden, Member | | 07/09/2015 |
| | __Signature of Reporting Person | Date |
| Edward P. Garden, Member | | 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 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.
- (2) 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, 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").
- (3) (FN 1, contd.) Trian Partners General Partner, LLC is the general partner of Trian Partners GP, L.P. ("Trian GP"), 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.

Remarks:

Each of Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund GP, L.P. (collectively with the Trian Funds and Trian GP, the "LP Entities") is also a joint filer of a report, the LP Entities have filed a separate Form 4 that relates to the same securities and transactions reported in this filing ("Trian Management") and each of the other persons that is signatory to this Form 4. Nelson Peltz, Peter W. May and Edward P. Garden are members of Trian Partners General Partner, LLC, the general partner of Trian Partners GP, L.P., which serves as the management company for the Trian Funds, and are members of Trian Partners Strategic Investment Fund GP, L.P., which serves as the management company for the Strategic Fund. Messrs. Peltz, May and Garden currently report their holdings and transactions in the securities reported in this filing and the filing by the other joint filers are also reported in the filings made by each of Messrs. Peltz, May and Garden and in the filings made by each of Messrs. Peltz, May and Garden.

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.