

WENDY'S/ARBY'S GROUP, INC.
Form DEFA14A
May 13, 2009

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

Wendy's/Arby's Group, Inc.
Name of the Registrant as Specified In Its Charter

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
.....
2. Aggregate number of securities to which transaction applies:
.....
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):
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4. Proposed maximum aggregate value of transaction:
.....
5. Total fee paid:
.....

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
.....
2. Form, Schedule or Registration Statement No.:

.....
3. Filing Party:

.....
4. Date Filed:

.....

May 13, 2009

Wendy's/Arby's Group, Inc. (the "Company") has decided not to agree to contractual provisions in future contracts with named executive officers requiring the Company to reimburse such executive officers for excise taxes payable on a change in control of the Company, except for certain circumstances where the Company believes that special accommodations have to be made to recruit a new executive officer to the Company. In such a case, the excise tax "gross ups" will be limited to payments triggered by both a change in control and termination of employment and will be subject to a three year sunset provision. In addition, the Company has decided not to agree to contractual provisions in future contracts with named executive officers requiring the Company to make severance payments solely as a result of (i) a change in control of the Company or (ii) a change in control of the Company and the passage of time. The foregoing shall not apply to the renewal of any currently existing employment agreements in accordance with the current provisions thereof.

