

Wendy's Co
Form SC 13D/A
March 07, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 54)*
THE WENDY'S COMPANY
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.10 PER SHARE
(Title of Class of Securities)

95058W100
(CUSIP Number)

PETER W. MAY	BRIAN L. SCHORR, ESQ.
280 PARK AVENUE	CHIEF LEGAL OFFICER
NEW YORK, NEW YORK 10017	TRIAN FUND MANAGEMENT, L.P.
TEL. NO.: (212) 451-3000	280 PARK AVENUE, 41 ST FLOOR
	NEW YORK, NEW YORK 10017
	TEL. NO.:(212) 451-3000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 6, 2019
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 95058W100 Page 2

NAME OF REPORTING PERSON

1
Nelson Peltz

2 CHECK THE APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP (b)

3 SEC USE ONLY
SOURCE OF FUNDS

4 Not applicable
CHECK BOX IF DISCLOSURE OF LEGAL
5 PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF VOTING POWER (See Item 5)
OF SHARED VOTING POWER (See Item 5)
8 SHARES 35,039

9 BENEFICIAL DISPOSITIVE POWER (See Item 5)
OWNED 15,497
BY
EACH

10 BENEFICIAL DISPOSITIVE POWER (See Item 5)
PERSON
WITH

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON (See
11 Item 5)
44,435,039

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)
19.30%*

14 TYPE OF REPORTING PERSON
IN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 3

NAME OF REPORTING PERSON

1

Peter W. May

2 CHECK THE APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF VOTING POWER (See Item 5)

OF SHARED VOTING POWER (See Item 5)

SHARES 27,960

BENEFICIAL DISPOSITIVE POWER (See Item 5)

OWNED 15,423

BY

EACH

REPORTING DISPOSITIVE POWER (See Item 5)

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH REPORTING PERSON (See

11 Item 5)

44,227,960

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)

19.21%*

14 TYPE OF REPORTING PERSON

IN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 4

NAME OF REPORTING PERSON

1 Edward P. Garden

2 CHECK THE APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP (b)

3 SEC USE ONLY
SOURCE OF FUNDS

4 Not Applicable
CHECK BOX IF DISCLOSURE OF LEGAL
5 PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF VOTING POWER (See Item 5)
7 OF 240,365
SHARES OF VOTING POWER (See Item 5)
8 BENEFICIALLY OWNED BY EACH
9 REPORTING PERSON (See Item 5)
10 OF 240,365
11 EACH REPORTING PERSON (See Item 5)
12 OF 28,870,994

13 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
14 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

15 12.54%*

16 TYPE OF REPORTING PERSON
17 IN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 5

NAME OF REPORTING PERSON

Triam Fund Management, L.P.

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

20-3454182

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY
4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 NUMBER OF SOLE VOTING POWER (See Item 5)
OF 0

8 SHARES OF SHARED VOTING POWER (See Item 5)
BENEFICIARILY OWNED

9 SOLE DISPOSITIVE POWER (See Item 5)
BY 0

10 EACH REPORTING PERSON WITH
SOLE DISPOSITIVE POWER (See Item 5)
PERSON 28,630,629

11 WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)

28,630,629

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.44%*

TYPE OF REPORTING PERSON

14 PN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 6

NAME OF REPORTING PERSON

Triam Fund Management GP, LLC

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

20-3454087

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER (See Item 5)

OF 0

8 SHARES OF SHARED VOTING POWER (See Item 5)

BENEFICIARILY OWNED

9 SOLE DISPOSITIVE POWER (See Item 5)

BY 0

EACH

10 REPORTING PERSONS WITH SHARED DISPOSITIVE POWER (See Item 5)

PERSONS 0 28,630,629

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)

Item 5)
28,630,629

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)

12.44%*

14 TYPE OF REPORTING PERSON

OO

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 7

NAME OF REPORTING PERSON

Trian Partners GP, L.P.

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

20-3453775

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER (See Item 5)

OF 0

8 NUMBER OF SHARED VOTING POWER (See Item 5)

BENEFICIALLY 0

9 NUMBER OF SOLE DISPOSITIVE POWER (See Item 5)

BY 0

EACH

10 NUMBER OF SHARED DISPOSITIVE POWER (See Item 5)

PERSON 0

WITH

AGGREGATE AMOUNT BENEFICIALLY

11 OWNED BY EACH REPORTING PERSON (See

Item 5)

12,798

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)

0.006%*

14 TYPE OF REPORTING PERSON

PN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 8

NAME OF REPORTING PERSON
Trian Partners General Partner, LLC

1 S.S. OR I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON
20-3453595

2 CHECK THE APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP (b)

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO
CHECK BOX IF DISCLOSURE OF LEGAL
5 PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 ~~SOLE~~ VOTING POWER (See Item 5)
OF 0

8 ~~SHARES~~ SHARED VOTING POWER (See Item 5)
BENEFICIALLY

9 ~~SOLE~~ DISPOSITIVE POWER (See Item 5)
BY 0

EACH
10 ~~SHARED~~ DISPOSITIVE POWER (See Item 5)
PERSON 12,798

11 WITH
AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON (See

Item 5)
12,798
12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)
0.006%*

14 TYPE OF REPORTING PERSON
OO

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 9

NAME OF REPORTING PERSON

Trian Partners, L.P.

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

20-3453988

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER (See Item 5)

OF 0

8 SHARES OF SHARED VOTING POWER (See Item 5)

BENEFICIARILY

9 OWNERSHIP OF SOLE DISPOSITIVE POWER (See Item 5)

BY 0

EACH

10 REPORTING PERSONS OF SHARED DISPOSITIVE POWER (See Item 5)

PERSONS 30,200

WITH

AGGREGATE AMOUNT BENEFICIALLY

11 OWNED BY EACH REPORTING PERSON (See

Item 5)

9,130,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)

3.97%*

14 TYPE OF REPORTING PERSON

PN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 10

NAME OF REPORTING PERSON

Triam Partners Master Fund, L.P.

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

98-0468601

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 NUMBER OF SOLE VOTING POWER (See Item 5)

OF 0

8 NUMBER OF SHARED VOTING POWER (See Item 5)

BENEFICIARILY

9 NUMBER OF SOLE DISPOSITIVE POWER (See Item 5)

BY 0

EACH

10 NUMBER OF SHARED DISPOSITIVE POWER (See Item 5)

PERSONS 14,571,378

WITH

AGGREGATE AMOUNT BENEFICIALLY

11 OWNED BY EACH REPORTING PERSON (See

Item 5)

14,571,378

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)

6.33%*

14 TYPE OF REPORTING PERSON

PN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 11

NAME OF REPORTING PERSON

Trian Partners Parallel Fund I, L.P.

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

20-3694154

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER (See Item 5)

OF 0

8 NUMBER OF SHARED VOTING POWER (See Item 5)

BENEFICIARILY

9 OWNERSHIP OF SOLE DISPOSITIVE POWER (See Item 5)

BY 0

EACH

10 NUMBER OF SHARED DISPOSITIVE POWER (See Item 5)

PERSON 2,869

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)

1,172,869

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW (11)

0.51%*

14 TYPE OF REPORTING PERSON

PN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 12

NAME OF REPORTING PERSON

1

Matthew Peltz

2 CHECK THE APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF VOTING POWER (See Item 5)

OF 44,057

SHARES OF VOTING POWER (See Item 5)

BENEFICIALLY

OWNERSHIP DISPOSITIVE POWER (See Item 5)

BY 44,057

EACH

REPORTING DISPOSITIVE POWER (See Item 5)

PERSON 10,827

WITH

AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH REPORTING PERSON (See

11 Item 5)

371,884

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)

0.16%*

14 TYPE OF REPORTING PERSON

IN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 13

NAME OF REPORTING PERSON

Triam Partners Strategic Fund G-II, L.P.

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

46-5509975

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY SOURCE OF FUNDS

4 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER (See Item 5) OF

0

8 SHARES OF SHARED VOTING POWER (See Item 5)

9 BENEFICIALLY OWNED

10 SOLE DISPOSITIVE POWER (See Item 5) BY

0

11 EACH REPORTING PERSON WITH

663,203

WITH

AGGREGATE AMOUNT BENEFICIALLY

12 OWNED BY EACH REPORTING PERSON (See

Item 5)

663,203

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY

14 AMOUNT IN ROW (11)

0.29%*

15 TYPE OF REPORTING PERSON

PN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 14

NAME OF REPORTING PERSON

Triam Partners Strategic Fund G-III, L.P.

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

47-2121971

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER (See Item 5)

OF 0

8 SHARES OF SHARED VOTING POWER (See Item 5)

BENEFICIALLY

9 OWNERSHIP OF SOLE DISPOSITIVE POWER (See Item 5)

BY 0

EACH

10 REPORTING PERSONS OF SHARED DISPOSITIVE POWER (See Item 5)

PERSONS 10

WITH

AGGREGATE AMOUNT BENEFICIALLY

11 OWNED BY EACH REPORTING PERSON (See

Item 5)

162,088

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)

0.07%*

14 TYPE OF REPORTING PERSON

PN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 15

NAME OF REPORTING PERSON

Triam Partners Strategic Fund-K, L.P.

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

47-5116069

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER (See Item 5)

OF 0

8 NUMBER OF SHARED VOTING POWER (See Item 5)

BENEFICIARILY

9 OWNERSHIP OF SOLE DISPOSITIVE POWER (See Item 5)

BY 0

EACH

10 REPORTING PERSONS OF SOLE DISPOSITIVE POWER (See Item 5)

PERSONS 20,803

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)

1,620,803

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY

13 AMOUNT IN ROW (11)

0.70%*

14 TYPE OF REPORTING PERSON

PN

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

CUSIP NO. 95058W100 Page 16

NAME OF REPORTING PERSON
Triam Partners Strategic Fund-C, Ltd.

- 1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
98-1327448
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- 7 NUMBER OF SOLE VOTING POWER (See Item 5)
OF 0
- 8 NUMBER OF SHARED VOTING POWER (See Item 5)
BENEFICIARILY OWNED DISPOSITIVE POWER (See Item 5)
BY 0
- 9 EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER (See Item 5)
PERSON 1,297,290
- 11 WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)
1,297,290
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.56%*
- 14 TYPE OF REPORTING PERSON
OO

* This percentage is calculated based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019.

AMENDMENT NO. 54 TO SCHEDULE 13D

This Amendment No. 54 amends and supplements the Schedule 13D dated October 13, 1992 (the "Original Statement"), as amended and restated by Amendment No. 6 dated May 3, 1993, as amended by Amendment No. 7 dated February 14, 1996, as amended by Amendment No. 8 dated October 13, 1998, as amended by Amendment No. 9 dated March 12, 1999, as amended by Amendment No. 10 dated May 4, 1999, as amended by Amendment No. 11 dated November 12, 2002, as amended by Amendment No. 12 dated April 25, 2003, as amended by Amendment No. 13 dated July 1, 2003, as amended by Amendment No. 14 dated September 24, 2003, as amended by Amendment No. 15 dated December 4, 2003, as amended by Amendment No. 16 dated January 15, 2004, as amended by Amendment No. 17 dated April 20, 2004, as amended by Amendment No. 18 dated June 29, 2004, as amended by Amendment No. 19 dated July 23, 2004, as amended by Amendment No. 20 dated May 23, 2005, as amended by Amendment No. 21 dated January 6, 2006, as amended by Amendment No. 22 dated February 23, 2006, as amended by Amendment No. 23 dated December 26, 2006, as amended by Amendment No. 24 dated April 23, 2008, as amended by Amendment No. 25 dated September 16, 2008, as amended by Amendment No. 26 dated September 23, 2008, as amended by Amendment No. 27 dated September 25, 2008, as amended by Amendment No. 28 dated October 1, 2008 ("Amendment 28"), as amended by Amendment No. 29 dated October 8, 2008, as amended by Amendment No. 30 dated November 6, 2008, as amended by Amendment No. 31 dated November 25, 2008, as amended by Amendment No. 32 dated December 5, 2008, as amended by Amendment No. 33 dated December 8, 2008, as amended by Amendment No. 34 dated December 11, 2008, as amended by Amendment 35 dated April 1, 2009, as amended by Amendment 36 dated March 9, 2010, as amended by Amendment 37 dated June 10, 2010, as amended by Amendment 38 dated February 2, 2011, as amended by Amendment 39 dated December 1, 2011 as amended by Amendment No. 40 dated February 6, 2012, as amended by Amendment No. 41 dated January 14, 2014, as amended by Amendment No. 42 dated January 15, 2014, as amended by Amendment No. 43 dated September 18, 2014, as amended by Amendment No. 44 dated June 3, 2015 ("Amendment No. 44"), as amended by Amendment No. 45 dated June 18, 2015, as amended by Amendment No. 46 dated June 25, 2015, as amended by Amendment No. 47 dated July 8, 2015, as amended by Amendment No. 48 dated July 20, 2015, as amended by Amendment No. 49 dated December 15, 2015, as amended by Amendment No. 50 dated December 6, 2016, as amended by Amendment No. 51 dated June 6, 2017, as amended by Amendment No. 52 dated February 27, 2018 and as amended by Amendment No. 53 dated May 16, 2018 ("Amendment No. 53") (the Original Statement, as so amended shall be known as the "Statement"), with respect to the (i) the Common Stock, par value \$.10 per share (the "Common Stock"), of The Wendy's Company (the "Company," formerly known as Wendy's/Arby's Group, Inc. and, before that, Triarc Companies, Inc., a Delaware corporation ("Triarc") and successor by merger to Triarc Companies, Inc., an Ohio corporation formerly named DWG Corporation) for periods commencing on or after May 28, 2009, (ii) the Common Stock, par value \$.10 per share, of Triarc (through September 29, 2008, the date of the closing of the acquisition of Wendy's described in Item 4) and of the Company for the period commencing on September 30, 2008 and ending on May 27, 2009 (the "Class A Common Stock"), and (iii) for periods prior to September 30, 2008, the Class B Common Stock, Series 1, par value \$.10 per share, of Triarc (the "Class B Common Stock"). Unless otherwise indicated, all capitalized terms used herein shall have the same meaning as set forth in the Statement.

Except as set forth below, there are no changes to the information set forth in the Statement (including, without limitation, to "Item 4. Purpose of Transaction"). As noted in Amendment Nos. 14 through 28, all references in the Statement to "Common Stock" shall, for periods prior to September 29, 2008, the date of the closing of the acquisition of Wendy's (see Item 4), be deemed to refer to the Class A Common Stock of Triarc.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended and supplemented by the following:

Edgar Filing: Wendy's Co - Form SC 13D/A

Since the filing of Amendment No. 53, Mr. Peltz, in his capacity as a director of the Company, received 966 shares of Common Stock on July 2, 2018, 962 shares of Common Stock on October 1, 2018 and 1,012 shares of Common Stock on January 2, 2019, Mr. May, in his capacity as a director of the Company, received 1,543 shares of Common Stock on July 2, 2018, 1,439 shares of Common Stock on October 1, 2018 and 1,514 shares of Common Stock on January 2, 2019, and M. Peltz, in his capacity as a director of the Company, received 1,161 shares of Common Stock on July 2, 2018, 1,111 shares of Common Stock on October 1, 2018 and 1,169 shares of Common Stock on January 2, 2019, in each case from the Company in lieu of Board of Directors and committee retainer fees pursuant to the terms of the Company's 2010 Omnibus Award Plan.

Since the filing of Amendment No. 53, Mr. Peltz, in his capacity as a director of the Company, received 116 shares of Common Stock on November 2, 2018, Mr. May, in his capacity as a director of the Company, received 118 shares of Common Stock on May 18, 2018, 121 shares of Common Stock on June 7, 2018, and 116 shares of Common Stock on November 2, 2018, and Mr. M. Peltz, in his capacity as a director of the Company, received 118 shares of Common Stock on May 18, 2018, 121 shares of Common Stock on June 7, 2018 and 116 shares of Common Stock on November 2, 2018, in each case from the Company in lieu of committee meeting fees pursuant to the terms of the Company's 2010 Omnibus Award Plan.

Since the filing of Amendment No. 53, on June 1, 2018 each of Messrs. Peltz and May exercised 12,000 options to acquire shares of Common Stock previously granted to them in their capacities as directors of the Company. Messrs. Peltz and May each used their personal funds to pay the exercise price of such stock options.

Since the filing of Amendment No. 53, on June 5, 2018, each of Messrs. Peltz, May and M. Peltz received 6,980 restricted shares of Common Stock upon their re-election to the Board of Directors pursuant to the terms of the Company's 2010 Omnibus Award Plan.

Item 4. Purpose of Transaction

Item 4 is hereby amended by adding the following:

The sales of Shares by the Filing Persons reported in this Amendment No. 54 were done for portfolio management purposes and resulted in a reduction of their aggregate holdings from approximately 19.9% of the outstanding Common Stock (as reported in Amendment No. 53) to approximately 19.4% of the outstanding Common Stock (based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K filed on February 27, 2019). None of the Shares that were sold were owned directly by Messrs. Peltz, May, Garden or M. Peltz. Immediately following the consummation of such sales, the Filing Persons continue to be the Company's largest stockholder (based on current share ownership information on file with the SEC), with an aggregate beneficial ownership of 44,752,371 shares.

The Filing Persons intend to review alternatives with respect to their investment in the Company on a continuing basis. Depending on various factors, including, without limitation, the Company's financial position, results of operations and strategic direction, price levels of the Common Stock, the Filing Persons' overall investment strategies, liquidity requirements and other portfolio management considerations, other investment opportunities available to the Filing Persons, conditions in the securities and capital markets, and general economic and industry conditions and applicable regulatory and legal constraints, the Filing Persons may, from time to time and at any time in the future, take such actions with respect to their investment in the Company as they deem appropriate, including, without limitation, communicating with the Company's other stockholders, industry participants and other interested or relevant parties about the Company, purchasing additional securities of the Company, entering into financial instruments or other agreements which increase or decrease the Filing Persons' economic exposure with respect to their investment in the Company and/or changing the form of ownership of securities of the Company by the Filing Persons, selling some or all of their holdings in the Company and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D. The Filing Persons reserve the right at any time to

formulate other plans and/or make other proposals, and take such actions with respect to their investment in the Company and/or change their intention with respect to any and all matters set forth in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(1) Part (a) of Item 5 of the Statement is amended by deleting (i) the eleventh through seventeenth paragraphs thereof and replacing them with the following:

Mr. Peltz directly owns and has the sole power to dispose of and the shared power to vote 9,915,497 shares of Common Stock. Mr. May directly owns and has the sole power to dispose of and the shared power to vote 5,435,423 shares of Common Stock. Mr. Garden directly owns and has the sole power to dispose of and vote 240,365 shares of Common Stock. Mr. M. Peltz directly owns and has the sole power to dispose of and vote 44,057 shares of Common Stock.

Claudia Peltz, Mr. Peltz's wife, is the beneficial owner of 44,169 shares of Common Stock. These shares were previously beneficially owned by the Peltz L.P., the general partner of which was a limited liability company of which Ms. Peltz was the sole member. Mr. Peltz may be deemed to beneficially own the shares of Common Stock owned by Ms. Peltz. Mr. Peltz disclaims beneficial ownership of such shares.

The Peltz 2009 Family Trust is the beneficial owner of 132,397 shares of Common Stock. Mrs. Peltz, Mr. M. Peltz and an unrelated person serve as the trustees of the Peltz 2009 Family Trust. The shares held by the Peltz 2009 Family Trust were previously beneficially owned by the NP 2009 GRAT, a trust of which Mr. Peltz was the sole trustee. Each of Mr. Peltz and Mr. M. Peltz may be deemed to beneficially own the shares of Common Stock owned by the 2009 Family Trust. Each of Mr. Peltz and Mr. M. Peltz disclaims beneficial ownership of such shares.

In addition, certain of Mr. Peltz's children are the beneficial owners of 81,494 shares of Common Stock, including 81,104 shares of Common Stock beneficially owned by certain of Mr. Peltz' minor children (the "Peltz Minor Children"), and 390 shares of Common Stock beneficially owned by certain of Mr. Peltz's adult children that live in his household (the "Peltz Adult Children"). Mr. Peltz may be deemed to beneficially own the shares of Common Stock owned by his children. Mr. Peltz disclaims beneficial ownership of such shares.

The Peltz Family Foundation is the beneficial owner of 195,430 shares of Common Stock. Mr. and Mrs. Peltz, Mr. M. Peltz and an unrelated person serve as the trustees of the Peltz Family Foundation. Each of Mr. Peltz and Mr. M. Peltz may be deemed to beneficially own the shares of Common Stock owned by the Peltz Family Foundation. Each of Mr. Peltz and Mr. M. Peltz disclaims beneficial ownership of such shares.

The May Family Foundation is the beneficial owner of 32,910 shares of Common Stock. Mr. and Mrs. May and their two adult children serve as the directors of the May Family Foundation. Mr. May may be deemed to beneficially own the shares of Common Stock owned by the May Family Foundation. Mr. May disclaims beneficial ownership of such shares.

Pursuant to the Voting Agreement, Mr. Peltz may also be deemed to share voting power (but has no dispositive power) with respect to 5,435,423 shares of the Common Stock beneficially owned by Mr. May (excluding shares beneficially owned by the May Family Foundation), and Mr. May may also be deemed to share voting power (but has no dispositive power) with respect to 9,915,497 shares of the Common Stock beneficially owned by Mr. Peltz (excluding shares beneficially owned by Ms. Peltz, the Peltz Adult Children and the Peltz Family Foundation). Accordingly, Mr. Peltz may be deemed to beneficially own such shares of Common Stock beneficially owned by Mr. May, and Mr. May may be deemed to beneficially own such shares of Common Stock beneficially owned by Mr. Peltz.

Trian Onshore directly owns 9,130,200 shares of Common Stock, Trian Master Fund directly owns 14,571,378 shares of Common Stock, Parallel Fund I directly owns 1,172,869 shares of Common Stock, Trian GP directly owns 12,798 shares of Common Stock, Fund-G II directly owns 663,203 shares of Common Stock, Fund-G III directly owns 162,088 shares of Common Stock, Fund-K directly owns 1,620,803 shares of Common Stock, and Fund-C directly owns 1,297,290 shares of Common Stock. Mr. Peltz, Mr. May and Mr. Garden, by virtue of their relationships to Trian Onshore, Trian Master Fund, Parallel Fund I, Fund-G II, Fund-G III, Fund-K, Fund-C, Trian GP, Trian GP LLC, Trian Management and Trian Management GP (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own the shares of Common Stock owned by Trian Onshore, Trian Master Fund, Parallel Fund I, Fund-G II, Fund-G III, Fund-K, Fund-C and Trian GP. Mr. Peltz, Mr. May and Mr. Garden disclaim beneficial ownership of such shares.

As a result, Mr. Peltz may be deemed to beneficially own an aggregate of 44,435,039 shares of Common Stock (including shares of Common Stock beneficially owned by Mr. May, Ms. Peltz, the Peltz 2009 Family Trust, Mr. Peltz's children (including the Peltz Adult Children), the Peltz Family Foundation, Trian Onshore, Trian Master Fund, Trian GP, Parallel Fund I, Fund-G II, Fund-G III, Fund-K, Fund-C and Trian GP, but excluding shares beneficially owned by the May Family Foundation), representing approximately 19.30% of the outstanding shares of Common Stock. In addition, Mr. May may be deemed to beneficially own an aggregate of 44,227,960 shares of Common Stock (including shares of Common Stock beneficially owned by the May Family Foundation, Mr. Peltz, Trian Onshore, Trian Master Fund, Trian GP, Parallel Fund I, Fund-G II, Fund-G III, Fund-K, Fund-C and Trian GP, but excluding shares beneficially owned by Ms. Peltz, the Peltz Adult Children and the Peltz Family Foundation), representing approximately 19.21% of the outstanding shares of Common Stock. Mr. Garden may be deemed to beneficially own an aggregate of 22,870,994 shares of Common Stock (including shares of Common Stock beneficially owned by Trian Onshore, Trian Master Fund, Parallel Fund I, Fund-G II, Fund-G III, Fund-K, Fund-C and Trian GP), representing approximately 12.54% of the outstanding shares of Common Stock.

(2) Item 5 of the Statement is hereby amended and supplemented by deleting Part (a) and the first and second paragraphs of Part (b) of Item 5 of Amendment No. 53 and replacing them with the following:

(a) As of 4:00 p.m., New York City time, on March 6, 2019, the Filing Persons beneficially owned, in the aggregate, 44,752,371 shares of Common Stock, representing approximately 19.44% of the outstanding Common Stock (based upon 230,230,350 shares of Common Stock outstanding as of February 19, 2019, as reported in the Company's Annual Report on Form 10-K, filed on February 27, 2019).

(b) Each of Trian Onshore, Trian Master Fund, Parallel Fund I, Trian GP, Fund-G II, Fund-G III, Fund-K and Fund-C beneficially and directly owns and has sole voting power and sole dispositive power with regard to 9,130,200, 14,571,378, 1,172,869, 12,798, 663,203, 162,088, 1,620,803, and 1,297,290 shares of Common Stock, respectively, in each case except to the extent that other Filing Persons as described in the Statement may be deemed to have shared voting power and shared dispositive power with regard to such shares.

Each of Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of their relationships to Trian Onshore, Trian Master Fund, Parallel Fund I, Fund-G II, Fund-G III, Fund-K and Fund-C (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), all of the shares of Common Stock that Trian Onshore, Trian Master Fund, Parallel Fund I, Fund-G II, Fund-G III, Fund-K and Fund-C directly and beneficially own. Each of Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such shares for all other purposes. Each of Trian GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of their relationships to Trian GP (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), all of the shares of Common Stock that Trian GP directly and beneficially owns. Each of Trian GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial

Edgar Filing: Wendy's Co - Form SC 13D/A

ownership of such shares for all other purposes. Each of Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of their relationships to Trian GP LLC (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), all of the shares of Common Stock that Trian GP LLC directly and beneficially owns. Each of Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such shares for all other purposes.

(3) Part (c) of Item 5 of the Statement is amended and supplemented by the following:

The following table sets forth all transactions by any of the Filing Persons with respect to the shares of Common Stock effected during the past sixty (60) days, inclusive of the transactions effected through 4:00 p.m., New York City time, on March 6, 2019. All such transactions in the table were effected in a privately negotiated transaction. The prices set forth in the table do not include commissions.

<u>Name</u>	<u>Date</u>	<u>No. of Shares</u>	<u>Price Per Share (\$)</u>	<u>Transaction Type</u>
Trian Onshore	03/06/2019	866,102	17.11	Sale
Trian Master Fund	03/06/2019	2,133,898	17.11	Sale

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 7, 2019

TRIAN PARTNERS GP,
L.P.

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
GENERAL PARTNER, LLC

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS, L.P.

By: Trian Partners GP, L.P.,
its general partner

Trian Partners General
By: Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
MASTER FUND, L.P.

By: Trian Partners GP, L.P.,
its general partner

Trian Partners General
By: Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
PARALLEL FUND I, L.P.
Trian Partners Parallel
By: Fund I General Partner,
LLC, its general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN FUND
MANAGEMENT, L.P.
Trian Fund Management
By: GP, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN FUND
MANAGEMENT GP, LLC

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC FUND-G II,
L.P.
Trian Partners Strategic
By: Fund-G II GP, L.P., its
general partner

Trian Partners Strategic
Fund-G II General
By: Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC FUND-G III,
L.P.

By: Trian Partners Strategic
Fund-G III GP, L.P., its
general partner

By: Trian Partners Strategic
Fund-G III General
Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC
INVESTMENT FUND K,
L.P.

By: Trian Partners Strategic
Investment Fund-K GP,
L.P., its general partner

By: Trian Partners Strategic
Investment Fund-K
General Partner, LLC, its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC FUND-C,
LTD.

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Director

/s/NELSON PELTZ
Nelson Peltz

/s/PETER W. MAY

Peter W. May

/s/EDWARD P. GARDEN

Edward P. Garden

/s/MATTHEW H. PELTZ

Matthew H. Peltz

EXHIBIT INDEX

EXHIBIT	DESCRIPTION	PAGE NO.
1	Stock Purchase Agreement dated as of October 1, 1992 by and between the Purchaser, Posner, Posner Trust and Security Management.	Filed with Original Statement
2	Exchange Agreement dated as of October 12, 1992 between the Company and Security Management.	Filed with Original Statement
3	Agreement dated as of October 1, 1992 between the Company and the Purchaser.	Filed with Original Statement
4	Agreement of Limited Partnership of the Purchaser dated as of September 25, 1992.	Filed with Original Statement
5	Joint Filing Agreement of the Purchaser, Peltz and May.	Filed with Amendment No. 14
6	Memorandum of Understanding, dated January 21, 1993, by and between the Purchaser and William A. Ehrman, individually and derivatively on behalf of SEPSCO.	Filed with Amendment No. 2
7	Letter dated January 25, 1993 from Steven Posner to the Purchaser Filed with Amendment (including proposed terms and conditions of Consulting Agreement to be No. 2 entered into between the Company and Steven Posner).	Filed with Amendment No. 2
8	Undertaking and Agreement, dated February 9, 1993, executed by the Purchaser.	Filed with Amendment No. 3
9	Amendment No. 3 dated as of April 14, 1993 to Agreement of Limited Partnership of the Purchaser.	Filed with Amendment No. 4
10	Citibank Loan Documents (Exhibits and Schedule omitted).	Filed with Amendment No. 4
11	Republic Loan Documents (Exhibits and Schedules omitted).	Filed with Amendment No. 4
12	Pledge and Security Agreement, dated as of April 5, 1993, between the Purchaser and Citibank.	Filed with Amendment No. 5
13	Custodial Loan Documents.	Filed with Amendment No. 5
14	Agreement, dated May 2, 1994 among Nelson Peltz, Peter W. May and Leon Kalvaria.	Filed with Amendment No. 6
15	Amended and Restated Pledge and Security Agreement, dated as of July 25, 1994 between the Purchaser and Citibank.	Filed with Amendment No. 6
16	Amendment No. 1 dated as of November 15, 1992 to Agreement of Limited Partnership of the Purchaser.	Filed with Amendment No. 7
17	Amendment No. 2 dated as of March 1, 1993 to Agreement of Limited Partnership of the Purchaser.	Filed with Amendment No. 7
18	Amendment No. 4 dated a January 1, 1995 to Agreement of Limited Partnership of the Purchaser.	Filed with Amendment No. 7
19	Amendment No. 5 dated as of January 1, 1996 to Agreement of Limited Partnership of the Purchaser.	Filed with Amendment No. 7
20	BOA Loan documents, as amended (Exhibits and Schedules omitted).	Filed with Amendment No. 22
21	Letter, dated October 12, 1998, from Messrs. Nelson Peltz and Peter W. May to the Company.	Filed with Amendment No. 8
22	Press release, issued by the Company, dated October 12, 1998.	Filed with Amendment No. 8
23	Letter, dated October 12, 1998, from the Company to Messrs. Nelson Peltz and Peter W. May.	Filed with Amendment No. 8
24	Press release issued by the Company, dated March 10, 1999.	Filed with Amendment No. 9
25		Filed with Amendment No. 11

Edgar Filing: Wendy's Co - Form SC 13D/A

	Amended and Restated Agreement of Limited Partnership of the Purchaser, amended and restated as of November 11, 2002.	
26	Pledge Agreement dated April 2, 2001, made by Peltz Family Limited Partnership, in favor of Bank of America, N.A.	Filed with Amendment No. 13
27	Pledge and Security Agreement dated April 2, 2003, made by Peter W. May, in favor of Bank of America, N.A. (Schedule II omitted).	Filed with Amendment No. 13
28	Voting Agreement, dated June 26, 2004, by and among Messrs. Nelson Peltz, Peter W. May and Gregory H. Sachs.	Filed with Amendment No. 18
29	Voting Agreement dated July 23, 2004, between Messrs. Nelson Peltz and Peter W. May.	Filed with Amendment No. 19
30	Pledge and Security Agreement dated July 23, 2004, made by Nelson Peltz, in favor of Bank of America, N.A., as amended (Schedule I omitted).	Filed with Amendment No. 22
31	Amendment No. 1 to Pledge and Security Agreement dated July 23, 2004, made by Peter W. May, in favor of Bank of America, N.A.	Filed with Amendment No. 19
32	Agreement and Plan of Merger, dated April 23, 2008, by and among Triarc, Wendy's and Green Merger Sub.	Incorporated by reference to Exhibit 2.1 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 29, 2008.
33	Voting Agreement, dated as of April 23, 2008, by and among the Company, Nelson Peltz and Peter W. May.	Incorporated by reference to Exhibit 99.1 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 29, 2008.
34	Joint Filing Agreement of the Filing Persons.	Filed with Amendment No. 25.
35	Amended and Restated Voting Agreement, dated as of August 14, 2008, by and among the Company, Nelson Peltz and Peter W. May.	Incorporated by reference to Annex J to the Company's Prospectus filed pursuant to Rule 424(b)(3) with the Securities and Exchange Commission on August 20, 2008.
36	Joint Filing Agreement of the Filing Persons.	Filed with Amendment 28.
37	Amendment No. 1 to Agreement, dated as of April 1, 2009, by and among the Company, Trian Onshore, Trian Master Fund, Parallel Fund I, Parallel Fund II, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden.	Filed with Amendment 35.
38	Agreement dated November 5, 2008 by and between Wendy's/Arby's Group, Inc. and Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Parallel Fund II, L.P., Trian Fund Management, L.P., Nelson Peltz, Peter W. May and Edward P. Garden.	Filed as Exhibit (d)(6) to the Combined Schedule TO and Amendment 30 to Schedule 13D.
39	Agreement dated December 1, 2011 by and between The Wendy's Company and Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners GP, L.P., Trian Partners Strategic Investment Fund, L.P., Trian Partners Strategic Investment Fund-A, L.P., Trian Fund Management, L.P., Nelson Peltz, Peter W. May and Edward P. Garden.	Filed with Amendment 39.
40	Joint Filing Agreement of the Filing Persons.	Filed with Amendment 40.
41	Partial Release and Fourteenth Omnibus Amendment, dated as of August 18, 2014, to the Amended Documents referred to therein by and among Peter W. May, Leni May and Bank of America, N.A.	Filed with Amendment 43.

Edgar Filing: Wendy's Co - Form SC 13D/A

- 42 Partial Release and Eighth Omnibus Amendment, dated as of
September 17, 2014, to the Amended Documents referred to therein
by and among Nelson Peltz, Claudia Peltz and Bank of America,
N.A. Filed with Amendment 43.
- 43 Stock Purchase Agreement dated June 2, 2015 between the Company
and the persons listed on Schedule I thereto. Filed with Amendment 44.
- 44 Joint Filing Agreement of the Filing Persons. Filed with Amendment 50.