

TRIAN FUND MANAGEMENT, L.P.

Form 4

March 07, 2019

**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 \*  
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)  
03/06/2019

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 03/06/2019                              |   | S                                    | 3,000,000   | D \$<br>17.11  | 28,630,629  | I   |
|                                       |   |   |                                      |   |  |   | Please see<br>explanation<br>below (1) (2)<br>(3)                 |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: TRIAN FUND MANAGEMENT, L.P. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TRIAN FUND MANAGEMENT, L.P.<br>280 PARK AVENUE<br>41ST FLOOR<br>NEW YORK, NY 10017                  |               | X         |         |       |
| Trian Partners GP, L.P.<br>280 PARK AVENUE<br>41ST FLOOR<br>NEW YORK, NY 10017                      |               | X         |         |       |
| Trian Partners Strategic Fund-G II GP, L.P.<br>280 PARK AVENUE<br>41ST FLOOR<br>NEW YORK, NY 10017  |               | X         |         |       |
| Trian Partners Strategic Fund-G III GP, L.P.<br>280 PARK AVENUE<br>41ST FLOOR<br>NEW YORK, NY 10017 |               | X         |         |       |
| Trian Partners Strategic Fund-K GP, L.P.<br>280 PARK AVENUE<br>41ST FLOOR<br>NEW YORK, NY 10017     |               | X         |         |       |
| Trian Partners Strategic Fund-C GP, L.P.<br>280 PARK AVENUE<br>41ST FLOOR<br>NEW YORK, NY 10017     |               | X         |         |       |

## Signatures

Trian Fund Management, L.P., By: Trian Fund Management GP, LLC, General Partner, By:  
Edward P. Garden, Member

03/07/2019

\_\_Signature of Reporting Person

Date

Edward P. Garden, member of the general partner of Trian Partners GP, L.P.

03/07/2019

\_\_Signature of Reporting Person

Date

Edward P. Garden, member of the general partner of Trian Partners Strategic Fund-G II GP,  
L.P.

03/07/2019

\_\_Signature of Reporting Person

Date

Edward P. Garden, member of the general partner of Trian Partners Strategic Fund-G III, GP,  
L.P.

03/07/2019

\_\_Signature of Reporting Person

Date

Edward P. Garden, member of the general partner of Trian Partners Strategic Fund-K GP,  
L.P.

03/07/2019

\_\_Signature of Reporting Person

Date

Edward P. Garden, member of the general partner of Trian Partners Strategic Fund-C GP,  
L.P.

03/07/2019

\_\_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) Trian Fund Management GP, LLC ("Trian Management GP") is the general partner (the "GP") 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"), Trian Partners Strategic Fund-G II, L.P. ("Fund-G II"), Trian Partners Strategic Fund-G III, L.P. ("Fund-G III"), Trian Partners Strategic Fund-K, L.P. ("Fund-K") and Trian Partners Strategic Fund-C, Ltd. ("Fund-C" and collectively, the "Trian Funds").

(2) (FN 2, contd.) Trian Partners General Partner, LLC is the GP of Trian Partners GP, L.P. ("Trian GP"), which is the GP of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC is the GP of Parallel Fund I, Trian Partners Strategic Fund-G II General Partner, LLC is the GP of Trian Partners Strategic Fund-G II GP, L.P., which is the GP of Fund-G II, Trian Partners Strategic Fund-G III General Partner, LLC is the GP of Trian Partners Strategic Fund-G III GP, L.P., which is the GP of Fund-G III, Trian Partners Strategic Fund-K General Partner, LLC is the GP of Trian Partners Strategic Fund-K, GP, L.P., which is the GP of Fund-K and Trian Partners Strategic Fund-C General Partner, LLC is the GP of Trian Partners Strategic Fund-C GP, L.P., which is the GP of the feeder fund to Fund-C.

(3) 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 Fund Management GP, LLC, Trian Partners General Partner, LLC, Trian Partners Parallel Fund I General Partner, LLC

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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