

Wendy's Co  
Form 4  
December 06, 2016

**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 \*  
MAY PETER W

2. Issuer Name and Ticker or Trading Symbol  
Wendy's Co [WEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
280 PARK AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/02/2016

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

NEW YORK, NY 10017

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

(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 Indirect Ownership (Instr. 4) |            |   |                              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |            |   |                              |
| Common Stock                    | 12/02/2016                           |  | P                              |   | 1,540,084   | A  | \$ 12.6243<br>(1)                          | 42,332,621 | I | By Trian Partners<br>(2) (3) |
| Common Stock                    | 12/05/2016                           |  | P                              |   | 900,000   | A  | \$ 12.8458<br>(4)                          | 43,232,621 | I | By Trian Partners<br>(2) (3) |
| Common Stock                    | 12/06/2016                           |  | P                              |   | 1,303,300   | A  | \$ 12.9602<br>(5)                          | 44,535,921 | I | By Trian Partners<br>(2) (3) |
| Common Stock                    |                                      |  |                                |   |   |  |  | 5,396,911  | D |                              |

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

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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)

| 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 |
| MAY PETER W<br>280 PARK AVENUE<br>NEW YORK, NY 10017 | X             | X         |         |       |

## Signatures

Stuart I. Rosen, Attorney-in-Fact for Peter W. May  
Date: 12/06/2016

\_\_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 price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$12.5750 to \$12.7500. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (2) Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P. and Trian Partners Strategic Investment Fund, L.P., Trian Partners Strategic Fund-G II L.P., Trian Partners Strategic Fund-G III, L.P., Trian Partners Strategic Fund-K, L.P., and Trian Partners Strategic Fund-C, Ltd. (collectively, the "Trian Funds"), and as such determines the investment and voting decisions of the Trian Funds with respect to the shares of the Issuer held by them. Mr. May is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and as such is in a position to determine the investment and voting decisions made by Trian Management on behalf of

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the Trian Funds. Mr. May is also a member of Trian Partners General Partner, LLC ("Trian GP LLC"), the general partner of Trian Partners GP, L.P. ("Trian GP"), and as such is in a position to determine the

- (3) (FN 2, contd.) investment and voting decisions made by Trian GP LLC on behalf of Trian GP. Accordingly, Mr. May may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Funds and Trian GP. Mr. May disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (4) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$12.73 to \$12.915. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

- (5) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$12.85 to \$13.07. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

### Remarks:

The transactions involving securities of the Issuer referred to as being beneficially owned by Trian Partners that are reported in

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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