

Peltz Matthew H.
Form 4
June 07, 2018

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 *
Peltz Matthew H.

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)
06/05/2018

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/05/2018		A		6,980	A	\$ 0
Common Stock	06/07/2018		A		121	<u>A</u> (1)	\$ 16.49
Common Stock					31,630,629	I	By Trian Partners <u>(2)</u> <u>(3)</u>
Common Stock					195,430	I	By Peltz Family Foundation <u>(4)</u> <u>(5)</u>

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Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P., Triam Partners Master Fund, L.P., Triam Partners Parallel Fund I, L.P., Triam Partners Strategic Fund-G II L.P., Triam Partners Strategic Fund-G III, L.P., Triam Partners Strategic Fund-K, L.P., and Triam Partners Strategic Fund-C, Ltd. (collectively, the "Triam Funds"), and as such determines the investment and voting decisions of the Triam Funds with respect to the shares of the Issuer held by them. Mr. Peltz is a limited partner in Triam Management, a member of Triam Fund Management GP, LLC, the general partner of Triam Management, and a limited partner of certain affiliates of the Triam Funds, and as such has an indirect interest in the shares of the Issuer held by the Triam Funds.

- (FN 2, contd.) Mr. Peltz is also a limited partner in Triam Partners GP, L.P. ("Triam GP") and a member of Triam Partners General Partner, LCC, the general partner of Triam GP, and as such has an indirect interest in the shares of the Issuer held by Triam GP. Mr. Peltz 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) All such shares are owned by the Peltz Family Foundation. Mr. Peltz is a trustee of the foundation.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein and this
- (5) 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.
- (6) All such shares are owned by the Peltz 2009 Family Trust. Mr. Peltz is a trustee of the trust.

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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