

WENDY'S/ARBY'S GROUP, INC.
 Form 4
 December 09, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Triam Fund Management, L.P.

2. Issuer Name and Ticker or Trading Symbol
 WENDY'S/ARBY'S GROUP, INC.
 [WEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 280 PARK AVENUE, 41ST FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2008

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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 |
| Class A Common Stock | 12/05/2008 | | P | | 49,395,394 (1) | A | \$ 4.15 (1) |
| | | | | | 76,623,145 | I | |

Please see explanation below (2) (3) (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: WENDY'S/ARBY'S GROUP, INC. - Form 4

| 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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Trian Fund Management, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Partners GP, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Partners Master Fund, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| TRIAN PARTNERS PARALLEL FUND I L P 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Partners Parallel Fund II GP, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Partners Parallel Fund II, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | | X | | |
| Trian Partners, L.P. 280 PARK AVENUE 41ST FLOOR | | X | | |

NEW YORK, NY 10017

Signatures

| | |
|--|------------|
| Trian Fund Management, L.P., By: Trian Fund Management GP, LLC, General Partner, By: Edward P. Garden | 12/09/2008 |
| __Signature of Reporting Person | Date |
| Edward P. Garden, member of the general partner of Trian Partners GP, L.P. | 12/09/2008 |
| __Signature of Reporting Person | Date |
| Edward P. Garden, member of the general partner of Trian Partners Master Fund, L.P. | 12/09/2008 |
| __Signature of Reporting Person | Date |
| Edward P. Garden, member of the general partner of Trian Partners Parallel Fund I, L.P. | 12/09/2008 |
| __Signature of Reporting Person | Date |
| Edward P. Garden, member of the general partner of Trian Partners Parallel Fund II GP, L.P. | 12/09/2008 |
| __Signature of Reporting Person | Date |
| Edward P. Garden, member of the general partner of Trian Partners Parallel Fund II, L.P. | 12/09/2008 |
| __Signature of Reporting Person | Date |
| Edward P. Garden, member of the general partner of Trian Partners, L.P. | 12/09/2008 |
| __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) Shares will be acquired pursuant to a tender offer for shares of the Issuer by the Trian Entities (as defined in footnote 2 below).
 Trian Fund Management GP, LLC ("Trian Management GP") is the general partner of Trian Fund Management, L.P. ("Trian Management"), which serves as (i) 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") and Trian Partners Parallel Fund II, L.P. ("Parallel Fund II" and collectively, the "Trian Entities") and (ii) the investment manager for a separate account owned by TCMG-MA, LLC (the "Separate Account"). Trian Management has full discretion and authority to make all investment and voting decisions in respect of the Separate Account.
- (2) (FN 2, contd.) Trian Partners General Partner, LLC ("Trian GP LLC") is the general partner of Trian Partners GP, L.P. ("Trian GP"), which is the general partner of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC ("Parallel Fund I GP LLC") is the general partner of Parallel Fund I. Trian Partners Parallel Fund II General Partner, LLC ("Parallel Fund II GP LLC") is the general partner of Trian Partners Parallel Fund II GP, L.P. ("Parallel Fund II GP"), which is the general partner of Parallel Fund II.
- (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.
- (4)

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.