

Wendy's Co  
Form 4  
May 31, 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 \*  
Peltz Matthew H.

(Last) (First) (Middle)  
280 PARK AVENUE  
(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)  
05/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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  | (D)  | Price  |
| Common Stock                    | 05/26/2016                           |  | A                              |   | 8,177   | A  | \$ 0   |
| Common Stock                    |                                      |  |                                |   | 40,792,537  | I  | By Trian Partners <sup>(1)</sup> <sub>(2)</sub>          |
| Common Stock                    |                                      |  |                                |   | 195,430   | I  | By Peltz Family Foundation <sup>(3)</sup> <sub>(4)</sub> |
| Common Stock                    |                                      |  |                                |   | 132,397   | I  | By Peltz 2009 Family Trust <sup>(4)</sup> <sub>(5)</sub> |

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

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(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 Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Peltz Matthew H.<br>280 PARK AVENUE<br>NEW YORK, NY 10017 |               | X         |         |       |

## Signatures

Stuart I. Rosen, Attorney-In-Fact for Matthew H. Peltz  
Date: 05/31/2016

\_\_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) Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P. ("Triam Onshore"), Triam Partners Master Fund, L.P. ("Triam Offshore"), Triam Partners Parallel Fund I, L.P. ("Parallel Fund I") and Triam Partners Strategic Investment Fund, L.P. ("Strategic Fund" and 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 such has an indirect interest in the shares of the Issuer held by the Triam Funds.
- (2) (FN 1, 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

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that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (3) 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

- (4) 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.

- (5) 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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