

Wendy's Co
Form 4
October 04, 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.

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)
10/03/2016

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	10/03/2016		A	1,594	\$ 10.582	19,263	D
Common Stock						40,792,537	I By Trian Partners ⁽²⁾ ₍₃₎
Common Stock						195,430	I By Peltz Family Foundation ⁽⁴⁾ ₍₅₎
Common Stock						132,397	I By Peltz 2009

Family Trust (5) (6)

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 Beneficially Owned Following Transaction (Instr. 6)
				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. 280 PARK AVENUE NEW YORK, NY 10017		X		

Signatures

Stuart I. Rosen, Attorney-In-Fact for Matthew H. Peltz 10/04/2016

__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).

- Shares were issued pursuant to the Company's 2010 Omnibus Award Plan (the "Plan") in lieu of a Board of Directors retainer fee that
- (1) would otherwise be payable in cash. In accordance with the Plan, the price is the average of the closing price per share on the 20 consecutive trading days immediately preceding the date of the retainer fee would otherwise be payable.
 - (2) Trian Fund Management, L.P. ("Trian Management") 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") and Trian Partners Strategic

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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.

- (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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