

WENDYS INTERNATIONAL INC
Form SC 13D/A
January 18, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.1)*

Wendy s International, Inc.

(Name of Issuer)

Common Shares \$.10 stated value

(Title of Class of Securities)

950590109

(CUSIP Number)

Stuart I. Rosen, Esq.

General Counsel

Triam Fund Management, L.P.

280 Park Avenue, 41st Floor

New York, New York 10017

Edgar Filing: WENDYS INTERNATIONAL INC - Form SC 13D/A

(212) 451-3000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 17, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
Trian Fund Management, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3454182

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
6,367,500

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
6,367,500

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
6,367,500

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
//

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
5.4778%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON

Trian Fund Management GP, LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3454087

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

6,367,500

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

6,367,500

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

6,367,500

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

5.4778%

14 TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
Trian Partners GP, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3453775

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
2,064,983

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,064,983

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
2,064,983

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
/ /

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
1.7765%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
 Trian Partners General Partner, LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3453595

2 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP

(a) /X/
 (b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
 PERSON WITH:

7 SOLE VOTING POWER
 0

8 SHARED VOTING POWER
 2,064,983

9 SOLE DISPOSITIVE POWER
 0

10 SHARED DISPOSITIVE POWER
 2,064,983

11 AGGREGATE AMOUNT BENEFICIALLY
 OWNED BY EACH REPORTING PERSON
 2,064,983

12 CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (11) EXCLUDES CERTAIN SHARES
 //

13 PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (11)
 1.7765%

14 TYPE OF REPORTING PERSON
 OO

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON

Trian Partners, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3453988

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

424,914

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

424,914

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

424,914

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

0.3655%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
Trian Partners Master Fund, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0468601

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
1,573,381

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,573,381

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
1,573,381

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
//

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
1.3536%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
Trian Partners Master Fund
(Non-ERISA), L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0471467

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
66,688

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
66,688

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
66,688

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
//

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
0.0574%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON

Trian Partners Parallel Fund I, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3694154

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

89,714

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

89,714

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

89,714

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

0.0772%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
Trian Partners Parallel Fund I
General Partner, LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3694293

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
89,714

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
89,714

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
89,714

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
//

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
0.0772%

14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON

Nelson Peltz

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 099-32-7311

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

6,367,500

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

6,367,500

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

6,367,500

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

5.4778%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON

Peter W. May

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 084-34-1008

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

6,367,500

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

6,367,500

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

6,367,500

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

5.4778%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
Edward P. Garden

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 022-54-9614

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
6,367,500

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
6,367,500

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
6,367,500

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
/ /

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
5.4778%

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 950590109

- 1 NAME OF REPORTING PERSON
Castlerigg Master Investments Ltd.
 - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/
(b) //
 - 3 SEC USE ONLY
 - 4 SOURCE OF FUNDS
WC
 - 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //
 - 6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER
0
 - 8 SHARED VOTING POWER
3,916,013
 - 9 SOLE DISPOSITIVE POWER
0
 - 10 SHARED DISPOSITIVE POWER
3,916,013
 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,916,013
 - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
//
 - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.3689%
 - 14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
Sandell Asset Management Corp.

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
3,916,013

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
3,916,013

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
3,916,013

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
//

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
3.3689%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON
Castlerigg International Limited

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
3,916,013

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
3,916,013

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
3,916,013

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
//

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
3.3689%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 950590109

- 1 NAME OF REPORTING PERSON
Castlerigg International Holdings
Limited
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
3,916,013
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
3,916,013
- 11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
3,916,013
- 12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
/ /
- 13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
3.3689%
- 14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 950590109

1 NAME OF REPORTING PERSON

Thomas E. Sandell

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) /X/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Sweden

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,916,013

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,916,013

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

3,916,013

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

3.3689%

14 TYPE OF REPORTING PERSON

IN

INTRODUCTORY STATEMENT

This Amendment No. 1 (this Amendment) relates to the Schedule 13D filed on behalf of Trian Partners GP, L.P., a Delaware limited partnership (Trian GP), Trian Partners General Partner, LLC, a Delaware limited liability company (Trian GP LLC), Trian Partners, L.P., a Delaware limited partnership (Trian Onshore), Trian Partners Master Fund, L.P., a Cayman Islands limited partnership (Trian Offshore), Trian Partners Master Fund (Non-ERISA), L.P., a Cayman Islands limited partnership (Trian Offshore (Non-ERISA)), Trian Partners Parallel Fund I, L.P., a Delaware limited partnership (Parallel Fund), Trian Partners Parallel Fund I General Partner, LLC, a Delaware limited liability company (Parallel Fund GP), Trian Fund Management, L.P., a Delaware limited partnership (Trian Management), Trian Fund Management GP, LLC, a Delaware limited liability company (Trian Management GP), and together with the foregoing, the Trian Entities, Nelson Peltz, a citizen of the United States of America, Peter W. May, a citizen of the United States of America, Edward P. Garden, a citizen of the United States of America (the Trian Entities and Messrs. Peltz, May and Garden are sometimes hereinafter referred to collectively as the "Trian Filing Persons"), Castlerigg Master Investments Ltd. (CMI), Sandell Asset Management Corp. (SAMC), Castlerigg International Limited (CIL), Castlerigg International Holdings Limited (CIHL) and Thomas E. Sandell (Sandell), and collectively with CMI, SAMC, CIL and CIHL, the Sandell Filing Persons and, together with the Trian Filing Persons, the Filing Persons, with the Securities and Exchange Commission on December 13, 2005 (the Schedule 13D), relating to the Common Shares, \$.10 stated value (the "Shares"), of Wendy's International, Inc., an Ohio corporation (the "Issuer"). Terms defined in the Schedule 13D are used herein with the same meaning.

Items 3, 4, 5, 6 and 7 of the Schedule 13D are hereby amended and supplemented as follows:

Item 3. Source and Amount of Funds or Other Consideration

On January 17, 2006, Trian Onshore, Trian Offshore, Trian Offshore (Non-ERISA), Parallel Fund and a separate account managed by Trian Management exercised all of the Trian Options, and thereby acquired outright ownership of the 2,085,737 Shares covered by the Trian Options, for an aggregate exercise price of \$103,839,142. The source of funding for the exercise of the Trian Options was the respective general working capital of the purchasers.

On January 17, 2006, CMI exercised all of the Sandell Options, and thereby acquired outright ownership of the 3,331,763 Shares covered by the Sandell Options, for an aggregate exercise price of \$165,872,982. The source of funding for the exercise of the Sandell Options was the general working capital of CMI.

As a result of these exercises, the Filing Persons now have both voting and dispositive control with respect to 5.4778% of the Issuer's outstanding Shares (based upon the 116,241,000 Shares stated by the Issuer to be outstanding as of November 6, 2005 in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2005).

Item 4. Purpose of Transaction

A letter dated January 6, 2006 from Nelson Peltz, the Chief Executive and Chief Investment Officer of Trian Management, to John T. Schuessler, the Chairman of the Board and Chief Executive Officer of the Issuer, is filed as Exhibit 6 hereto and incorporated herein by reference.

The Filing Persons do not have any present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a) – (j) of Item 4 of Schedule 13D except as set forth in the Schedule 13D, in this Amendment or such as would occur upon completion of any of the actions discussed in the Schedule 13D or in this Amendment. The Filing Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and strategic direction, the Issuer's response to the actions suggested by the Filing Persons, price levels of the Shares, conditions in the securities market and general economic and industry conditions, the Filing Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, but not limited to, purchasing additional Issuer Securities or selling some or all of their Issuer Securities, communicating with the Issuer or other investors or conducting a proxy solicitation with respect to a minority of the Board of Directors of the Issuer at the Issuer's next annual meeting, at which one-third of the Board of Directors of the Issuer may be elected. The Filing Persons have no intention, either alone or in concert with another person, to acquire or exercise control of the Issuer.

Item 5. Interest in Securities of the Issuer

(a) As of 4:00 pm, New York City time, on January 17, 2006, the Filing Persons beneficially owned, in the aggregate, 6,367,500 Shares, representing approximately 5.4778% of the Issuer's outstanding Shares (based upon the 116,241,000 Shares stated by the Issuer to be outstanding as of November 6, 2005 in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2005).

(c) See Item 3 for information regarding the exercise of the Options.

**Item 6. Contracts, Arrangements, Understandings or Relationship
with Respect to Securities of the Issuer**

See Item 3 for information regarding the exercise of the Options.

Item 7. Material to be Filed as Exhibits

6. Letter dated January 6, 2006 from Nelson Peltz to John T. Schuessler.

7. Powers of Attorney for Sandell Filing Persons, replacing those Powers of Attorney for Sandell Filing Persons included in Exhibit 5 to the Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 17, 2006

TRIAN PARTNERS GP, L.P.

Trian Partners General Partner,
LLC, its general partner

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

**TRIAN PARTNERS
GENERAL PARTNER, LLC**

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

TRIAN PARTNERS. L.P.

By: Trian Partners GP, L.P., its general partner
By: Trian Partners General Partner, LLC, its general partner

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

TRIAN PARTNERS MASTER FUND, L.P.

By: Trian Partners GP, L.P., its general partner
By: Trian Partners General Partner, LLC, its general partner

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

**TRIAN PARTNERS MASTER FUND (NON-ERISA),
L.P.**

By: Trian Partners GP, L.P., its general partner

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By: Trian Partners General Partner, LLC, its general partner

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

TRIAN PARTNERS PARALLEL FUND I, L.P.

By: Trian Partners Parallel Fund I General Partner, LLC, its general partner

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

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**TRIAN PARTNERS PARALLEL FUND I
GENERAL PARTNER, LLC**

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

**TRIAN FUND
MANAGEMENT, L.P.**

By: Trian Fund Management GP,
LLC, its general partner

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

**TRIAN FUND
MANAGEMENT GP, LLC**

By: /s/ Peter W. May
Name: Peter W. May
Title: Member

/s/ Nelson Peltz
NELSON PELTZ

/s/ Peter W. May
PETER W. MAY

/s/ Edward P. Garden
EDWARD P. GARDEN

**CASTLERIGG MASTER
INVESTMENTS LTD.**

**By: Sandell Asset Management Corp.,
its investment manager**

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

**SANDELL ASSET MANAGEMENT
CORP.**

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

**CASTLERIGG INTERNATIONAL
LIMITED**

**By: Sandell Asset Management Corp.,
its investment manager**

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

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**CASTLERIGG INTERNATIONAL
HOLDINGS LIMITED**

**By: Sandell Asset Management Corp.,
its investment manager**

By: /s/ Thomas E. Sandell

Name: Thomas E. Sandell

Title: Chief Executive Officer

/s/ Thomas E. Sandell

THOMAS E. SANDELL

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