

WENDYS INTERNATIONAL INC  
Form 8-K  
March 10, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 4, 2005

WENDY'S INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Ohio

001-08116

31-0785108

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4288 West Dublin-Granville Road, Dublin,  
Ohio

43017

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

614-764-3100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 1.01. Entry into a Material Definitive Agreement.**

On March 4, 2005, the Company adopted an amendment to its Deferred Compensation Plan, effective January 1, 2005. The Deferred Compensation Plan is a non-qualified deferred compensation plan for (i) members of the Board of Directors of the Company who are not employed by the Company or any of its affiliates, (ii) employees of the Company that have the title of "Vice President" or above and (iii) select employees of those affiliates of the Company that have adopted the plan and have been authorized to participate in the plan by the Company. Pursuant to the plan provisions, eligible individuals may elect to defer base salary, annual incentive awards and other compensation approved by the Company. The amendment allows plan participants to defer annual incentive awards during the first year of eligibility. Prior to the effective date of the amendment, plan participants could only defer base salary compensation during the first year of eligibility. A copy of the amendment is attached hereto as Exhibit 4.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit 4 - Third Amendment to the Wendy's International, Inc. Deferred Compensation Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WENDY'S INTERNATIONAL, INC.

*March 10, 2005*

*By: Kerrii B. Anderson*

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*Name: Kerrii B. Anderson*

*Title: Executive Vice President & Chief Financial Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
4	Third Amendment to the Wendy's International, Inc. Deferred Compensation Plan