

WENDY'S/ARBY'S GROUP, INC.
Form SC 13D/A
March 09, 2010

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 36)*

WENDY'S/ARBY'S GROUP, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.10 PER SHARE
(Title of Class of Securities)

950587 105
(CUSIP Number)

PETER W. MAY
280 PARK AVENUE
NEW YORK, NEW YORK 10017
TEL. NO.: (212) 451-3000

BRIAN L. SCHORR, ESQ.
CHIEF LEGAL OFFICER
TRIAN FUND MANAGEMENT, L.P.
280 PARK AVENUE, 41st FLOOR
NEW YORK, NEW YORK 10017
TEL. NO.:(212) 451-3000

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

March 4, 2010
(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 which is the subject of this Schedule 13D, and is filing this schedule because of §§ 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).

Common Stock: CUSIP No. 950587 105

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 NELSON PELTZ

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 Not applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

	7	SOLE VOTING POWER (See Item 5)
NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5)
BENEFICIALLY OWNED BY		101,141,004
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)
WITH		15,944,581
	10	SHARED DISPOSITIVE POWER (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)
 101,141,004

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 22.79%*

14 TYPE OF REPORTING PERSON
 IN

* This percentage is calculated based upon 443,829,031 shares of Common Stock outstanding as of February 26, 2010, as reported in the Company's Annual Report on Form 10-K, filed on March 4, 2010.

Common Stock: CUSIP No. 950587 105

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 PETER W. MAY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 Not applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

	7	SOLE VOTING POWER (See Item 5)
NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5)
BENEFICIALLY OWNED BY		101,034,189
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)
WITH		8,263,113
	10	SHARED DISPOSITIVE POWER (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)
 101,034,189

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 22.76%*

14 TYPE OF REPORTING PERSON
 IN

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Common Stock: CUSIP No. 950587 105

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 EDWARD P. GARDEN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

	7	SOLE VOTING POWER (See Item 5) 238,994
NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5) 76,623,145
BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER (See Item 5) 238,994
EACH REPORTING PERSON	10	SHARED DISPOSITIVE POWER (See Item 5) 76,623,145
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)
76,862,139

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.32%*

14 TYPE OF REPORTING PERSON
 IN

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Common Stock: CUSIP No. 950587 105

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)
 (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

	7	SOLE VOTING POWER (See Item 5)
		0
NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5)
BENEFICIALLY OWNED BY		76,623,145
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)
WITH		0
	10	SHARED DISPOSITIVE POWER (See Item 5)
		76,623,145

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)
 76,623,145

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 17.26%*

14 TYPE OF REPORTING PERSON
 PN

* This percentage is calculated based upon 443,829,031 shares of Common Stock outstanding as of February 26, 2010, as reported in the Company's Annual Report on Form 10-K, filed on March 4, 2010.

Common Stock: CUSIP No. 950587 105

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)
 (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

	7	SOLE VOTING POWER (See Item 5)
		0
NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5)
BENEFICIALLY OWNED BY		76,623,145
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)
WITH		0
	10	SHARED DISPOSITIVE POWER (See Item 5)
		76,623,145

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)
 76,623,145

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 17.26%*

14 TYPE OF REPORTING PERSON
 OO

* This percentage is calculated based upon 443,829,031 shares of Common Stock outstanding as of February 26, 2010, as reported in the Company's Annual Report on Form 10-K, filed on March 4, 2010.

Common Stock: CUSIP No. 950587 105

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)
 (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

	7	SOLE VOTING POWER (See Item 5)
		0
NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5)
BENEFICIALLY OWNED BY		74,703,830
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)
WITH		0
	10	SHARED DISPOSITIVE POWER (See Item 5)
		74,703,830

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)
 74,703,830

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 16.83% *

14 TYPE OF REPORTING PERSON
 PN

* This percentage is calculated based upon 443,829,031 shares of Common Stock outstanding as of February 26, 2010, as reported in the Company's Annual Report on Form 10-K, filed on March 4, 2010.

Common Stock: CUSIP No. 950587 105

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)
 (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

	7	SOLE VOTING POWER (See Item 5)
		0
NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5)
BENEFICIALLY OWNED BY		74,703,830
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)
WITH		0
	10	SHARED DISPOSITIVE POWER (See Item 5)
		74,703,830

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 5)
 74,703,830

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 16.83% *

14 TYPE OF REPORTING PERSON
 OO
