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)

PETER W. MAY 280 PARK AVENUE NEW YORK, NEW YORK 10017 TEL. NO.: (212) 451-3000 950587 105
(CUSIP Number)
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).

1	NAME OF REPORTII S.S. OR I.R.S. IDENT NELSON PELTZ		F ABOVE PERSON			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3 4	SEC USE ONLY SOURCE OF FUNDS Not applicable					
56	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION United States					
BENEFIC	BER OF SHARES CIALLY OWNED BY EPORTING PERSON WITH	7 8 9 10 JNT BENEFICIALL	SOLE VOTING POWER (See Item 5) SHARED VOTING POWER (See Item 5) 101,141,004 SOLE DISPOSITIVE POWER (See Item 5) 15,944,581 SHARED DISPOSITIVE POWER (See Item 5) 2. YOWNED 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 REPORTIN IN	G PERSON				

^{*} 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 N	O. OF ABOVE PERSON	
	PETER W. MAY		
2	CHECK THE APPROPRIATE BOX	IF A MEMBER OF A GROUP	(a) [_]
3	SEC USE ONLY		(b) [_]
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 ORG	ANIZATION	
	United States		
	7	SOLE VOTING POWER (See Item 5)	
N	IUMBER OF SHARES 8	SHARED VOTING POWER (See Item 5)	
BEN	EFICIALLY OWNED BY	101,034,189	
EAC	H REPORTING PERSON 9	SOLE DISPOSITIVE POWER (See Item 5)	
	WITH	8,263,113	
	10	SHARED DISPOSITIVE POWER (See Item 5)	
11	AGGREGATE AMOUNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON (See	
	Item 5)		
	101,034,189		
12	CHECK BOX IF THE AGGREGAT	E AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]
	SHARES		
13	PERCENT OF CLASS REPRESENT	CED BY AMOUNT IN ROW (11)	
	22.76% <u>*</u>		
14	TYPE OF REPORTING PERSON		
	IN		
*	This percentage is calculated based upor	1 443,829,031 shares of Common Stock outstanding as of Fe	bruary

26, 2010, as reported in the Company's Annual Report on Form 10-K, filed on March 4, 2010.

1	S.S. OR I.R.S. IDENT	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				
3 4	SEC USE ONLY SOURCE OF FUNDS Not Applicable	SOURCE OF FUNDS				
5	TO ITEMS 2(d) or 2(e	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6	CITIZENSHIP OR PL United States	ACE OF ORGA	NIZATION			
	Office States	7	SOLE VOTING POWER (See Item 5) 238,994			
-	NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5) 76,623,145 SOLE DISPOSITIVE POWER (See Item 5) 238,994			
	ENEFICIALLY OWNED BY ACH REPORTING PERSON	9				
WITH		10	SHARED DISPOSITIVE POWER (See Item 5) 76,623,145			
11	AGGREGATE AMOU (See Item 5) 76,862,139	JNT BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON			
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [_				
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF REPORTIN IN	G PERSON				

^{*} 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.

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				
3	SEC USE ONLY			(b) [_]		
4	SOURCE OF FUNDS					
	00					
5	CHECK BOX IF DISC	CLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED PURSUANT	[_]		
	TO ITEMS 2(d) or 2(e					
6		ACE OF ORGANIZAT	ION			
	Delaware	_				
		7	SOLE VOTING POWER (See Item 5)			
		8	0 SHARED VOTING POWER (See Item 5)			
	MBER OF SHARES	O	76,623,145			
	ICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER (See Item 5)			
EACH I	REPORTING PERSON		0			
	WITH	10	SHARED DISPOSITIVE POWER (See Item 5)			
			76,623,145			
11	AGGREGATE AMOU (See Item 5) 76,623,145	JNT BENEFICIALLY	OWNED BY EACH REPORTING PERSON			
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 REPORTIN PN	G PERSON				

^{*} 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.

1		NAME OF REPORTING PERSON Trian Fund Management GP, LLC				
	S.S. OR I.R.S. IDENT 20-3454087	IFICATION N	O. OF ABOVE PERSON			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY			(b) [_]		
4	SOURCE OF FUNDS					
	OO					
5	CHECK BOX IF DISO TO ITEMS 2(d) or 2(e)		LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]		
6	CITIZENSHIP OR PL Delaware	ACE OF ORG	ANIZATION			
		7	SOLE VOTING POWER (See Item 5)			
D.F.	NUMBER OF SHARES	8	SHARED VOTING POWER (See Item 5) 76,623,145			
	ENEFICIALLY OWNED BY ACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)			
	WITH	10	SHARED DISPOSITIVE POWER (See Item 5)			
			76,623,145			
11	AGGREGATE AMOU (See Item 5) 76,623,145	UNT BENEFIC	TIALLY OWNED BY EACH REPORTING PERSON			
12	, ,	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN				
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF REPORTIN	IG PERSON				

^{*} 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.

1	NAME OF REPORTING PERSON Trian Partners GP, L.P.				
	S.S. OR I.R.S. IDENT 20-3453775	TIFICATION NO. OF A	BOVE PERSON		
2		PRIATE BOX IF A ME	EMBER OF A GROUP	(a) [_] (b) [_]	
3	SEC USE ONLY			(0) [_]	
4	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISC TO ITEMS 2(d) or 2(e		PROCEEDINGS IS REQUIRED PURSUANT	[_]	
6	CITIZENSHIP OR PL	ACE OF ORGANIZAT	TON		
	Delaware				
		7	SOLE VOTING POWER (See Item 5) 0		
NUMBER OF SHARES BENEFICIALLY OWNED BY		8	SHARED VOTING POWER (See Item 5) 74,703,830		
EACH R	EPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)		
	WITH		0		
		10	SHARED DISPOSITIVE POWER (See Item 5) 74,703,830		
11	AGGREGATE AMOU	JNT 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 REPORTIN	IG PERSON			

^{*} 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.

1	NAME OF REPORTION Trian Partners General				
		TIFICATION NO. OF A	ABOVE PERSON		
	20-3453595				
2	CHECK THE APPRO	PRIATE BOX IF A M	EMBER OF A GROUP	(a) [_] (b) [_]	
3	SEC USE ONLY			(-) [_]	
4	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISC	CLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED PURSUANT	[_]	
	TO ITEMS 2(d) or 2(e			L—3	
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
		7	SOLE VOTING POWER (See Item 5)		
			0		
NUM	MBER OF SHARES	8	SHARED VOTING POWER (See Item 5)		
BENEFI	CIALLY OWNED BY		74,703,830		
EACH F	REPORTING PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)		
	WITH		0		
		10	SHARED DISPOSITIVE POWER (See Item 5) 74,703,830		
11	AGGREGATE AMOI	INT BENEFICIALLY	OWNED BY EACH REPORTING PERSON (See		
	Item 5)		OWINED BY ENGINEER ORTHOGODING (See		
	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 REPORTIN	IG PERSON			