WENDY'S/ARBY'S GROUP, INC.
Form DEFA14A
April 14, 2009

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant [**X**]
Filed by a Party other than the Registrant [ ]
Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[ ] Definitive Proxy Statement

[**X**] Definitive Additional Materials

[ ] Soliciting Material under Rule 14a-12

Wendy□s/Arby□s Group, Inc.
Name of the Registrant as Specified In Its Charter

Payment of Filing Fee (Check the appropriate box):

[**X**] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
.....

2. Aggregate number of securities to which transaction applies:
.....

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
.....

4. Proposed maximum aggregate value of transaction:
.....

5. Total fee paid:
.....

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
.....

2. Form, Schedule or Registration Statement No.:
.....

3. Filing Party:
.....

4. Date Filed:
.....

*** Exercise Your *Right* to Vote ***

IMPORTANT NOTICE Regarding the Availability of Proxy Materials

WENDY'S/ARBY'S GROUP, INC.

WENDY'S/ARBY'S GROUP, INC.
1155 PERIMETER CENTER WEST
ATLANTA, GA 30338

M12337- P76957

Meeting Information

Meeting Type: Annual
For holders as of: 3/31/09
Date: 5/28/2009 **Time:** 11:00 a.m.
Location: W New York
541 Lexington Avenue
New York, NY 10022

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT **Admission Ticket**

How to View Online:
Have the 12-Digit Control Number available (located on the following page) and visit: *www.proxyvote.com.*

How to Request and Receive a PAPER or E-MAIL Copy:
If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com
2) *BY TELEPHONE*: 1-800-579-1639
3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. To facilitate timely delivery, please make the request as instructed above on or before 5/14/09.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.
At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com.* Have the 12-Digit Control Number available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends a vote
"FOR" the election of the nominees listed and
"FOR" each proposal.

1. To elect twelve (12) directors to hold office as specified in the Company's Proxy Statement.

Nominees:

01)	Nelson Peltz	07)	Joseph A. Levato
02)	Peter W. May	08)	J. Randolph Lewis
03)	Hugh L. Carey	09)	David E. Schwab II
04)	Clive Chajet	10)	Roland C. Smith
05)	Edward P. Garden	11)	Raymond S. Troubh
06)	Janet Hill	12)	Jack G. Wasserman

2. To adopt an amendment and restatement of the Company's Certificate of Incorporation (the Certificate of Incorporation) to refer to Class A Common Stock as Common Stock and make other conforming changes.

3. To adopt an amendment and restatement of the Certificate of Incorporation to provide that, in the absence of the Chairman of the Board, the alternate presiding chairman at a meeting of the Company's stockholders would be, in order, the Vice Chairman, the Chief Executive Officer or a person designated by a majority of the Board of Directors.

4. To adopt an amendment and restatement of the Certificate of Incorporation to change the advance notice procedures for stockholder proposals and director nominations.

5. To adopt an amendment and restatement of the Certificate of Incorporation to provide that directors may be removed only by the affirmative vote of the holders of two-thirds of the voting power of the Company's capital stock.

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6. To adopt an amendment and restatement of the Certificate of Incorporation to repeal Article VI thereof, which imposes super-majority stockholder approval requirements for certain business combination transactions between the Company and an interested stockholder.

7. To re-approve the Performance Goal Bonus Awards portion of the Company's 1999 Executive Bonus Plan.

8. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accountants for 2009.

9. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

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