

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

WENDYS INTERNATIONAL INC

Form SC 13D/A

October 12, 2007

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 10)*

Wendy's International, Inc.

(Name of Issuer)

Common Stock, \$.10 stated value

(Title of Class of Securities)

950590109

(CUSIP Number)

Brian L. Schorr, Esq.
Triam Fund Management, L.P.
280 Park Avenue, 41st Floor
New York, New York 10017
(212) 451-3000

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

October 10, 2007

(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 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).

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

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Fund Management, L.P.

SS. 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 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	8,553,800
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	8,553,800

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,553,800

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

(13) Percent of Class Represented by Amount in Row (11) 9.8%

(14) Type of Reporting Person PN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Fund Management GP, LLC

SS. or I.R.S. Identification No. of Above Person: 20-3454087

(2) Check the Appropriate Box if a Member of a Group (a) (b)

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

(3) SEC Use Only

(4) Source of Funds 00

(5) Check 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	8,553,800
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	8,553,800

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,553,800

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

(13) Percent of Class Represented by Amount in Row (11) 9.8%

(14) Type of Reporting Person 00

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners GP, L.P.
 SS. 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 00

(5) Check 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	4,220,004

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

(9) Sole Dispositive Power	0

(10) Shared Dispositive Power	4,220,004

(11) Aggregate Amount Beneficially Owned by Each Reporting Person	4,220,004

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]

(13) Percent of Class Represented by Amount in Row (11)	4.8%

(14) Type of Reporting Person	PN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners General Partner, LLC
 SS. 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	00
---------------------	----

(5) Check 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	(7) Sole Voting Power	0

	(8) Shared Voting Power	4,220,004

	(9) Sole Dispositive Power	0

	(10) Shared Dispositive Power	4,220,004

(11) Aggregate Amount Beneficially Owned by Each Reporting Person	4,220,004
---	-----------

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]
---	-----

(13) Percent of Class Represented by Amount in Row (11)	4.8%
--	------

(14) Type of Reporting Person	00
-------------------------------	----

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

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners, L.P.

SS. or I.R.S. Identification No. of Above Person: 20-3453988

(2) Check the Appropriate Box (a) X
if a Member of a
Group (b)

(3) SEC Use Only

(4) Source of Funds WC

(5) Check 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	(7) Sole Voting Power	0
Beneficially Owned by	(8) Shared Voting Power	952,519
Each Reporting Person	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	952,519

(11) Aggregate Amount
Beneficially Owned by Each
Reporting Person 952,519

(12) Check Box if the Aggregate Amount in []
Row (11) Excludes Certain Shares

(13) Percent of Class Represented by Amount in 1.1%
Row (11)

(14) Type of Reporting Person PN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners Master Fund, L.P.

SS. or I.R.S. Identification No. of Above Person: 98-0468601

(2) Check the Appropriate Box (a) X
if a Member of a
Group (b)

(3) SEC Use Only

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

(4) Source of Funds	WC
(5) Check 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	(7) Sole Voting Power 0
	(8) Shared Voting Power 3,261,527
	(9) Sole Dispositive Power 0
	(10) Shared Dispositive Power 3,261,527
(11) Aggregate Amount Beneficially Owned by Each Reporting Person	3,261,527
(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]
(13) Percent of Class Represented by Amount in Row (11)	3.7%
(14) Type of Reporting Person	PN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners Master Fund (Non-ERISA), L.P.
 SS. 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 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	(7) Sole Voting Power 0
	(8) Shared Voting Power 5,958
	(9) Sole Dispositive Power 0

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

(10) Shared Dispositive Power	5,958
(11) Aggregate Amount Beneficially Owned by Each Reporting Person	5,958
(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]
(13) Percent of Class Represented by Amount in Row (11)	0.0%
(14) Type of Reporting Person	PN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners Parallel Fund I, L.P.
 SS. 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 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	135,712
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	135,712

(11) Aggregate Amount Beneficially Owned by Each Reporting Person	135,712
---	---------

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]
--	-----

(13) Percent of Class Represented by Amount in Row (11)	0.2%
---	------

(14) Type of Reporting Person	PN
-------------------------------	----

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

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners Parallel Fund I General Partner, LLC
 SS. or I.R.S. Identification No. of Above Person: 20-3694293

(2) Check the Appropriate Box (a) X
 if a Member of a -----
 Group (b) -----

(3) SEC Use Only

(4) Source of Funds 00

(5) Check if Disclosure of Legal []
 Proceedings is Required
 Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Delaware
 Organization

Number of Shares	(7) Sole Voting Power	0
Beneficially Owned by	(8) Shared Voting Power	135,712
Each Reporting Person	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	135,712

(11) Aggregate Amount
 Beneficially Owned by Each
 Reporting Person 135,712

(12) Check Box if the Aggregate Amount in []
 Row (11) Excludes Certain Shares

(13) Percent of Class Represented by Amount in 0.2%
 Row (11)

(14) Type of Reporting Person 00

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners Parallel Fund II, L.P.
 SS. or I.R.S. Identification No. of Above Person: 87-0763105

(2) Check the Appropriate Box (a) X
 if a Member of a -----
 Group (b) -----

(3) SEC Use Only

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

(4) Source of Funds WC

(5) Check 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	30,751
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	30,751

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 30,751

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

(13) Percent of Class Represented by Amount in Row (11) 0.0%

(14) Type of Reporting Person PN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners Parallel Fund II, GP, L.P.

SS. or I.R.S. Identification No. of Above Person: 87-0763102

(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 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	30,751
	(9) Sole Dispositive Power	0

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

	(10) Shared Dispositive Power	30,751

(11)	Aggregate Amount Beneficially Owned by Each Reporting Person	30,751

(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]

(13)	Percent of Class Represented by Amount in Row (11)	0.0%

(14)	Type of Reporting Person	PN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Trian Partners Parallel Fund II General Partner, LLC
 SS. or I.R.S. Identification No. of Above Person: 87-0763099

(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 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	30,751
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	30,751

(11)	Aggregate Amount Beneficially Owned by Each Reporting Person	30,751
------	--	--------

(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]
------	--	-----

(13)	Percent of Class Represented by Amount in Row (11)	0.0%
------	---	------

(14)	Type of Reporting Person	OO
------	--------------------------	----

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

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Triarc Companies, Inc.

SS. or I.R.S. Identification No. of Above Person: 38-0471180

(2) Check the Appropriate Box (a) X
if a Member of a
Group (b)

(3) SEC Use Only

(4) Source of Funds

(5) Check 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	(7) Sole Voting Power	0
Beneficially Owned by	(8) Shared Voting Power	0
Each Reporting Person	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	0

(11) Aggregate Amount
Beneficially Owned by Each
Reporting Person 0

(12) Check Box if the Aggregate Amount in []
Row (11) Excludes Certain Shares

(13) Percent of Class Represented by Amount in 0%
Row (11)

(14) Type of Reporting Person CO

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Nelson Peltz

SS. or I.R.S. Identification No. of Above Person:

(2) Check the Appropriate Box (a) X
if a Member of a
Group (b)

(3) SEC Use Only

(4) Source of Funds OO

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

(5) Check 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	8,553,800
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	8,553,800

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,553,800

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

(13) Percent of Class Represented by Amount in Row (11) 9.8%

(14) Type of Reporting Person IN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Peter W. May
 SS. or I.R.S. Identification No. of Above Person:

(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 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	(7) Sole Voting Power	0
	(8) Shared Voting Power	8,553,800
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	8,553,800

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

(11) Aggregate Amount Beneficially Owned by Each Reporting Person	8,553,800

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]

(13) Percent of Class Represented by Amount in Row (11)	9.8%

(14) Type of Reporting Person	IN

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Edward P. Garden
SS. or I.R.S. Identification No. of Above Person:

(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 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	(7) Sole Voting Power	0

	(8) Shared Voting Power	8,553,800

	(9) Sole Dispositive Power	0

	(10) Shared Dispositive Power	8,553,800

(11) Aggregate Amount Beneficially Owned by Each Reporting Person	8,553,800
---	-----------

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]
---	-----

(13) Percent of Class Represented by Amount in Row (11)	9.8%
--	------

(14) Type of Reporting Person	IN
-------------------------------	----

CUSIP NO.: 950590109

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

(1) NAMES OF REPORTING PERSONS

Castlerigg Master Investments Ltd.
 SS. or I.R.S. Identification No. of Above Person:

(2) Check the Appropriate Box (a) X
 if a Member of a -----
 Group (b) -----

(3) SEC Use Only

(4) Source of Funds WC

(5) Check 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	(7) Sole Voting Power	0
Beneficially Owned by	(8) Shared Voting Power	3,916,013
Each Reporting Person	(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 4.5%
 Row (11)

(14) Type of Reporting Person CO

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Sandell Asset Management Corp.
 SS. or I.R.S. Identification No. of Above Person:

(2) Check the Appropriate Box (a) X
 if a Member of a -----
 Group (b) -----

(3) SEC Use Only

(4) Source of Funds AF

(5) Check if Disclosure of Legal [X]
 Proceedings is Required

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

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	(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)		4.5%
(14) Type of Reporting Person		CO

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Castlerigg International Limited
 SS. or I.R.S. Identification No. of Above Person:

(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 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	(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

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

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)	4.5%

(14) Type of Reporting Person	CO

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

Castlerigg International Holdings Limited
 SS. or I.R.S. Identification No. of Above Person:

(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 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	(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)	4.5%
---	------

(14) Type of Reporting Person	CO
-------------------------------	----

CUSIP NO.: 950590109

(1) NAMES OF REPORTING PERSONS

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

Thomas E. Sandell

SS. or I.R.S. Identification No. of Above Person:

(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 if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	[X]

(6) Citizenship or Place of Organization	Sweden

Number of Shares	(7) Sole Voting Power 0
Beneficially Owned by	-----
Each Reporting Person	(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)	4.5%

(14) Type of Reporting Person	IN

INTRODUCTORY STATEMENT

This Amendment No. 10 (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 Partners Parallel Fund II, L.P., a Delaware limited partnership ("Parallel Fund II"), Trian Partners Parallel Fund II GP, L.P., a Delaware limited partnership ("Parallel Fund II GP"), Trian Partners Parallel Fund II General Partner, LLC, a Delaware limited liability company ("Parallel Fund II GP LLC"), Trian Fund Management, L.P., a Delaware limited partnership ("Trian Management" or "Trian"), Trian Fund Management GP, LLC, a Delaware limited liability company ("Trian Management GP", and together

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

with the foregoing, the "Triarc Entities"), Triarc Companies, Inc., a Delaware corporation ("Triarc"), 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 Triarc Entities, Triarc and Messrs. Peltz, May and Garden are sometimes hereinafter referred to collectively as the "Triarc 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 Triarc Filing Persons, the "Filing Persons"), with the Securities and Exchange Commission on December 13, 2005 (as amended by Amendment No. 1 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on January 17, 2006, Amendment No. 2 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on March 3, 2006, Amendment No. 3 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on April 28, 2006, Amendment No. 4 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on May 31, 2006, Amendment No. 5 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on December 4, 2006, Amendment No. 6 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on July 3, 2007, Amendment No. 7 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on July 30, 2007, Amendment No. 8 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on August 28, 2007, and Amendment No. 9 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on September 17, 2007, the "Schedule 13D"), relating to the Common Shares, \$.10 stated value (the "Shares"), of Wendy's International, Inc., an Ohio corporation (the "Issuer" or "Wendy's"). Each capitalized term used but not defined herein has the meaning ascribed to such term in the Schedule 13D.

Item 2 of the Schedule 13D is hereby amended and supplemented as follows:

Item 2. Identity and Background.

Except as set forth below, during the past five years, none of the Filing Persons, nor any director, executive officer, general partner or controlling person of any of the Filing Persons, has: (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

In October 2007, SAMC, Sandell, and certain of SAMC's employees settled an enforcement matter with the Securities and Exchange Commission ("SEC") with respect to certain trades of CMI in shares of Hibernia Corporation in 2005. Without admitting or denying the SEC allegations contained in the SEC order, (i) SAMC agreed to accept relief based on charges under Section 10(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 17(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and paid a civil fine of \$650,000, (ii) Sandell agreed to accept relief based on charges of aiding and abetting under Section 10(a) and Rule 10a-1 of the Exchange Act (collectively, the "Short Sale Rule") and charges under Section 203 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and paid a civil fine of \$100,000, and (iii) certain employees of SAMC agreed to accept relief based on SEC charges of aiding and abetting under the Short Sale Rule and paid smaller civil fines. SAMC was also ordered to disgorge the sum of \$7,500,000 intended to approximate losses avoided by CMI. Further, each of SAMC, Sandell and certain employees of SAMC were censured under the Advisers Act, and SAMC was enjoined from committing any future violations of Section 17(a)(2) of the Securities Act.

SIGNATURE

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

TRIAN PARTNERS GP, L.P.

By: 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

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

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

By: /s/EDWARD P. GARDEN

Name: Edward P. Garden
Title: Member

TRIAN PARTNERS PARALLEL FUND I, L.P.

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

By: /s/EDWARD P. GARDEN

Name: Edward P. Garden
Title: Member

TRIAN PARTNERS PARALLEL FUND I GENERAL PARTNER, LLC

By: /s/EDWARD P. GARDEN

Name: Edward P. Garden
Title: Member

TRIAN PARTNERS PARALLEL FUND II, L.P.

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

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

By: /s/EDWARD P. GARDEN

Name: Edward P. Garden
Title: Member

TRIAN PARTNERS PARALLEL FUND II GP, L.P.

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

By: /s/PETER W. MAY

Name: Peter W. May
Title: Member

TRIAN PARTNERS PARALLEL FUND II GENERAL PARTNER, LLC

By: /s/PETER W. MAY

Name: Peter W. May

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

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.,

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

its investment manager

By: /s/THOMAS E. SANDELL

Name: Thomas E. Sandell
Title: Chief Executive Officer

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

TRIARC COMPANIES, INC.

By: /s/FRANCIS T. MCCARRON

Name: Francis T. McCarron
Title: Executive Vice President

Dated: October 12, 2007