

PELTZ NELSON
Form 4
November 29, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PELTZ NELSON

2. Issuer Name and Ticker or Trading Symbol
SYSCO CORP [SYY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
280 PARK AVENUE, 41ST FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10017

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/28/2018		S ⁽¹⁾	1,524,475 D	\$ 66.5 33,908,164	I	Please see explanation below <u>(2)</u> <u>(3)</u>
Common Stock	11/28/2018		J ⁽⁴⁾	5,618,966 D	\$ 66.85 28,289,198	I	Please see explanation below <u>(2)</u> <u>(3)</u>
Common Stock					7,055	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELTZ NELSON 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X			
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X			

Signatures

Daniel R. Marx, Attorney-in-Fact for Nelson Peltz 11/29/2018
**Signature of Reporting Person Date

By: Daniel R. Marx, Attorney-in-Fact for Nelson Peltz, member of the general partner of
 Trian Fund Management, L.P. 11/29/2018
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents sales made in connection with the expiration of the applicable lock-up period of Trian SPV (Sub) XI, L.P ("SPV XI") and the resulting liquidation of the fund, and the expiration of the applicable lock-up period of one other Trian Entity (as defined below) holding shares of the Issuer.
- (2)

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Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P., Triam Partners Master Fund, L.P., Triam Partners Parallel Fund I, L.P., Triam Partners Strategic Investment Fund II, L.P., Triam Partners Strategic Investment Fund-A, L.P., Triam Partners Co-Investment Fund-A, L.P., Triam Partners Strategic Investment Fund-N, L.P., Triam Partners Strategic Investment Fund-D, L.P., Triam Partners Fund (Sub)-G, L.P., Triam Partners Strategic Fund-G II, L.P., Triam Partners Strategic Fund G-III, L.P., Triam Partners Co-Investment Opportunities Fund, Ltd., SPV XI, Triam Partners Strategic Fund-K, L.P. and Triam Partners Strategic Fund-C, Ltd. (collectively, the "Triam Entities") and as such determines the investment and voting decisions of the Triam Entities with respect to the shares of the Issuer held by them. Mr. Peltz is a member of Triam Fund Management GP, LLC, which is the general partner of Triam Management, and therefore is in a position to

(FN 2, contd.) determine the investment and voting decisions made by Triam Management on behalf of the Triam Entities. Mr. Peltz is also a member of the general partner of Triam Partners SPV XI GP, L.P. ("SPV XI GP"), and is therefore in a position to determine its investment and voting decisions. Accordingly, Mr. Peltz may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by Triam Management and the Triam Entities, as well as the shares beneficially owned by SPV XI GP. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Peltz is a director of the Issuer.

- (4) Represents a distribution of shares to certain limited partners in the parent entity of SPV XI pursuant to their request in connection with the expiration of SPV XI's applicable lock-up period and the resulting liquidation of the fund.

Remarks:

The shares which are reported on this filing as being indirectly held by Mr. Peltz and Triam Management through their relation

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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