

WENDYS INTERNATIONAL INC  
Form SC 13D  
February 27, 2008

OMB APPROVAL  
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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

(Amendment No. \_\_\_\_\_ ) \*

Wendy's International, Inc.  
(Name of Issuer)

Common Shares, stated value \$0.10 per Share  
(Title of Class of Securities)

950590109  
(Cusip Number)

Mark C. Wehrly

Farallon Capital Management, L.L.C.

One Maritime Plaza, Suite 2100

San Francisco, California 94111

(415) 421-2132  
(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications)

Edgar Filing: WENDYS INTERNATIONAL INC - Form SC 13D

February 27, 2008

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box **X**.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Section 240.13d-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).

(Continued on following pages)

Page 1 of 33 Pages

Exhibit Index Found on Page 32

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 5,435,000 Shares, which is 6.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

939,400 SOLE DISPOSITIVE POWER

EACH

9

-0-  
SHARED DISPOSITIVE POWER

**10**

REPORTING  
PERSON WITH

939,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

939,400

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

**12**

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

1.1%

TYPE OF REPORTING PERSON (See Instructions)

**14**

PN

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b)  \*\*

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California  
NUMBER OF SOLE VOTING POWER

7

SHARES BENEFICIALLY OWNED BY EACH  
-0- SHARED VOTING POWER

8

685,000  
SOLE DISPOSITIVE POWER

9

EACH

-0-  
SHARED DISPOSITIVE POWER

**10**

REPORTING  
PERSON WITH

685,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

685,000  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

**12**

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.8%  
TYPE OF REPORTING PERSON (See Instructions)

**14**

PN

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California  
NUMBER OF SOLE VOTING POWER

7

SHARES BENEFICIALLY OWNED BY EACH  
-0- SHARED VOTING POWER

8

72,400  
SOLE DISPOSITIVE POWER

9

EACH

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**72,400**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**72,400**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**0.1%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**



13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

52,000  
SOLE DISPOSITIVE POWER

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**52,000**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**52,000  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**0.1%  
TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Tinicum Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, 00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

29.400  
SOLE DISPOSITIVE POWER

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**29.400**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**29.400**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.0%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Offshore Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, 00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

1,074,100 SOLE DISPOSITIVE POWER

EACH

9

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**1,074,100**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**1,074,100**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**1.2%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

2,582,700  
SOLE DISPOSITIVE POWER

EACH

9

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**2,582,700**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**2,582,700**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**3.0%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IA, OO**



13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

2,852,300  
SOLE DISPOSITIVE POWER

EACH

9

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**2,852,300**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**2,852,300**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**3.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**OO**

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

William F. Duhamel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

5,435,000  
SOLE DISPOSITIVE POWER

EACH

9

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**5,435,000**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**5,435,000**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**6.2%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Richard B. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

5,435,000 SOLE DISPOSITIVE POWER

EACH

9

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**  
**REPORTING  
PERSON WITH**

**5,435,000**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**5,435,000**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**6.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Monica R. Landry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

5,435,000 SOLE DISPOSITIVE POWER

EACH

9

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**5,435,000**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**5,435,000**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**6.2%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Douglas M. MacMahon

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

5,435,000 SOLE DISPOSITIVE POWER

EACH

9

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**5,435,000**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**5,435,000**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**6.2%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

William F. Mellin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

5,435,000  
SOLE DISPOSITIVE POWER

EACH

9

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**5,435,000**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**5,435,000  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**6.2%  
TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 950590109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Stephen L. Millham

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

5,435,000 SOLE DISPOSITIVE POWER

EACH

9

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**5,435,000**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**5,435,000**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**6.2%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 950590109

**NAMES OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)**

**1**

**Jason E. Moment**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

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SEC USE ONLY**

**3**

**4**