

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

WENDYS INTERNATIONAL INC
Form SC 13D/A
July 30, 2007

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Wendy's International, Inc.

(Name of Issuer)

Common Stock, \$.10 stated value

(Title of Class of Securities)

950590109

(CUSIP Number)

Brian L. Schorr, Esq.
Trian 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)

July 30, 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).

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

Trian Fund Management, L.P.

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

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3454182

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 ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		8,553,800
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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

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

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3454087

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 ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		8,553,800
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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
OO

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

Trian Partners GP, L.P.

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

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3453775

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 ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		4,220,004
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3453595

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 ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		4,220,004
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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
OO

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

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

Trian Partners, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3453988

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			952,519
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			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 ROW (11)

1.1%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

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

Trian Partners Master Fund, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0468601

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			3,261,527
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			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

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

Trian Partners Master Fund (Non-ERISA), L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0471467

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			5,958
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	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

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

Trian Partners Parallel Fund I, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3694154

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			135,712
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			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

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

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Trian Partners Parallel Fund I General Partner, LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3694293

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 ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			135,712
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			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

OO

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

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

Trian Partners Parallel Fund II, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 87-0763105

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			30,751
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			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

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Trian Partners Parallel Fund II GP, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 87-0763102

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 ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			30,751
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			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 General Partner, LLC

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 87-0763099

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 ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		30,751
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS
Triarc Companies, Inc.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 38-0471180

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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 ROW (11)

0

14 TYPE OF REPORTING PERSON

CO

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

Nelson Peltz

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: ###-##-####

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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 ITEM 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		8,553,800
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: ###-##-####

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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 ITEM 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		8,553,800
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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

Edward P. Garden

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: ###-##-####

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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 ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		8,553,800
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		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

Castlerigg Master Investments Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7 SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

EACH
REPORTING

3,916,013

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 ROW (11)

4.5%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

Sandell Asset Management Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7 SOLE VOTING POWER
NUMBER OF SHARES 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
CO

[PG NUMBER]

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

Castlerigg International Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7 SOLE VOTING POWER
NUMBER OF SHARES 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

CO

CUSIP NO.: 950590109

1 NAMES OF REPORTING PERSONS

Thomas E. Sandell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Sweden

7 SOLE VOTING POWER
NUMBER OF SHARES 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. 7 (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

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company ("Parallel Fund II GP LLC"), Trian Fund Management, L.P., a Delaware limited partnership ("Trian Management"), Trian Fund Management GP, LLC, a Delaware limited liability company ("Trian Management GP", and together with the foregoing, the "Trian Entities" or "Trian"), 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 Trian Entities, Triarc and Messrs. Peltz, May and Garden are sometimes hereinafter referred to collectively as the "Trian 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 Trian 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, and Amendment No. 6 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on July 3, 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.

Items 4 and 7 of the Schedule 13D are hereby amended and supplemented as follows:

Item 4. Purpose of Transaction.

As previously disclosed, on June 22, 2007, in connection with the Issuer's sale process, Triarc Companies, Inc., the franchisor of the Arby's restaurant system ("Triarc"), received a draft confidentiality agreement from representatives of the Special Committee of the Board of Directors of the Issuer (the "Special Committee") pursuant to which the Issuer would provide confidential information to Triarc so that Triarc can consider and evaluate a possible transaction with the Issuer. The confidentiality agreement contained several clauses that Triarc objected to either because Triarc believed they were not consistent with market practice or for other reasons. Despite Triarc's repeated efforts to compromise over the last month on the terms of the proposed confidentiality agreement, the Special Committee and Triarc have not been able to reach agreement on several significant provisions of the confidentiality agreement.

Triarc expressed its concerns that the Special Committee's desire to offer staple financing as part of its sale process and the provisions of the confidentiality agreement relating to the staple financing do not give Triarc the necessary flexibility to improve upon the terms of the staple financing and thereby allow a synergistic buyer such as Triarc to maximize the consideration it could offer to Issuer's shareholders. Triarc believes that these provisions, together with the Special Committee's insistence that Triarc accept unlimited liability should any actions by Triarc or its advisors be in any way "detrimental" to the staple financing, effectively promote acceptance of the Issuer's staple financing as a de facto condition to participating in the sale process.

The Special Committee has also sought to restrict Triarc's ability to share due diligence information and discuss a transaction with equity financing sources, as well as potential debt financing sources that either are not

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traditional institutional lenders or are traditional institutional lenders that own five percent or more of the Issuer's outstanding stock. The Special Committee has also maintained that it should have the ability to unreasonably withhold its consent if Triarc seeks the Special Committee's approval to provide due diligence information and discuss financing the transaction with other stockholders of the Company subject to an appropriate non-disclosure agreement. Triarc believes these restrictions unreasonably limit its ability to expand its financing to financial services firms, diversified financial companies and other non-traditional institutional lenders.

Additionally, the Special Committee has insisted that Trian agree not to exercise until December 1, 2007 certain rights of first refusal and first offer, as well as voting rights, it has with respect to the Issuer shares owned by the Sandell Filing Persons. Such rights are contained in Trian's agreements with the Sandell Filing Persons which were filed as exhibits to this Schedule 13D on December 13, 2005, April 28, 2006 and December 4, 2006, respectively. The Filing Persons note that under the terms of the agreement entered into with the Issuer in March 2006 and which expired one month ago, while the Filing Persons were subject to various standstill provisions prohibiting certain actions, at no time during this 16-month period was Trian restricted from exercising these kinds of purchase or voting rights. Accordingly, Trian believes that it should not be required to forego these already existing rights in order for Triarc to be permitted access to due diligence information.

Finally, the Special Committee has refused to include in the confidentiality agreement a "most favored nations" provision pursuant to which the Issuer would agree not to enter into any agreements or arrangements with other bidders that are more favorable than the terms agreed with Triarc. Trian and Triarc both believe that such a provision would be entirely consistent with the conduct of a sale process that is designed to treat all bidders equally in order to achieve the best possible transaction for all shareholders.

As one of the Issuer's largest shareholders, Trian believes that the Special Committee should be structuring its sale process so that a natural, strategic buyer such as Triarc is encouraged to submit a bid that will deliver full value to shareholders. Trian believes that the Special Committee's negotiation stance in the context of its confidentiality requirements is not in the best interest of shareholders. The effect of the Special Committee's conduct has been to delay Triarc's access to the information it will need to participate in the sale process, thereby putting it at a disadvantage to other potential bidders. Moreover, Trian believes that Triarc should be given every opportunity to optimize the financing structure for any proposal it may make to acquire the Issuer and should not be required to accept a financing structure dictated by the Special Committee if alternative structures with the Issuer's cooperation would allow a strategic bidder such as Triarc to deliver increased value to all shareholders. In seeking and negotiating such alternative structures, Trian believes that Triarc should not be unreasonably exposed to the risk of liability to the Issuer should an alternative structure somehow in any way, no matter how insignificant, be "detrimental" to the Special Committee's proposed structure.

On July 30, 2007, Trian and Triarc sent a letter to the Issuer expressing the concerns they have with the confidentiality agreement proposed by the Special Committee. A copy of the letter is filed as Exhibit 14 to this Schedule 13D. The letter also stated that Triarc presently anticipates that it would be prepared to offer consideration in the range of \$37.00 to \$41.00 per share to the Issuer's shareholders. This represents a premium of 10% to 22% over last Friday's closing price for the Issuer's stock and a premium of 15% to 28% over the closing price of the Issuer's stock on April 24, 2007, the day before the Issuer announced the formation of the Special Committee. Such indication of value is subject to the completion of satisfactory due diligence, the negotiation of a definitive transaction agreement, clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and Issuer

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board and shareholder approval, among other customary conditions. The letter also stated that depending on the results of its due diligence, Triarc may be prepared to increase its valuation. The letter also states that Triarc will send to the Issuer under separate cover a form of confidentiality agreement that Triarc and Trian would be willing to sign in order to gain access to due diligence information. In the letter, Trian and Triarc asked the Special Committee to execute that form of confidentiality agreement by no later than 5:00 p.m. on August 1, 2007. The letter states that if Triarc and Trian "do not receive a favorable response by then, [Triarc and Trian] wish the Special Committee well in its effort to conduct an auction that will generate the best transaction for all Wendy's shareholders. We will, however, continue to review and evaluate our alternatives with respect to Wendy's and will continue to contact and discuss with other shareholders our views regarding Wendy's, the conduct of the Special Committee and possible strategies to maximize shareholder value."

Triarc is considering its alternatives with respect to the Issuer's sale process and the other Filing Persons are considering their alternatives with respect to their investment in the Issuer. Triarc and the other Filing Persons intend to contact and discuss with other shareholders of the Issuer their respective views regarding their investment in the Issuer, the conduct of the Special Committee and possible strategies to maximize shareholder value. Such strategies could include, among other possibilities, shareholder participation in a bid by Triarc to acquire the Issuer either through the Issuer's sale process or otherwise. The Filing Persons may also seek to effect a plan or proposal related to (a) an acquisition of additional securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger or acquisition involving the Issuer and its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries; (d) a change in the present board of directors or management of the Issuer, including a plan or proposal to change the number or term of directors or to fill any existing vacancies on the board; (e) a material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer; (h) the causing of a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act; or (j) any action similar to the foregoing. The Filing Persons may decide to implement the foregoing either through participation in the Issuer's formal sale process or otherwise. Although the Filing Persons are actively exploring their options with respect to each of the foregoing, there can be no assurance that Triarc or the other Filing Persons will seek to implement any one or more of the foregoing.

The Filing Persons other than Triarc intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the outcome of the sale process, the Issuer's financial position, results and strategic direction, price levels of the Shares, conditions in the securities and credit markets and general economic and industry conditions, the Filing Persons other than Triarc may in addition to the foregoing take such actions with respect to their investment in the Issuer as they deem appropriate including, but not limited to, selling or transferring some or all of their Issuer Securities, or communicating with the Issuer and other investors.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

14. Letter from Triarc and Trian Management to Issuer, dated July 30, 2007.

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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: /s/ Edward P. Garden

Name: Edward P. Garden
Title: Member

TRIAN PARTNERS GENERAL PARTNER, LLC

By: /s/ Edward P. Garden

Name: Edward P. Garden
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/ Edward P. Garden

Name: Edward P. Garden
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/ Edward P. Garden

Name: Edward P. Garden
Title: Member

TRIAN PARTNERS MASTER FUND (NON-ERISA), L.P.

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

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

By: /s/ Edward P. Garden

[Signature Page of Amendment No. 7 of Schedule 13D -
Wendy's International, Inc.]

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.

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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 GENERAL PARTNER, LLC

By: /s/ Edward P. Garden

Name: Edward P. Garden
Title: Member

[Signature Page of Amendment No. 7 of Schedule 13D -
Wendy's International, Inc.]

TRIAN FUND MANAGEMENT, L.P.

By: Trian Fund Management GP, LLC, its general
partner

By: /s/ Edward P. Garden

Name: Edward P. Garden
Title: Member

Trian Fund Management GP, LLC

By: /s/ Edward P. Garden

Name: Edward P. Garden
Title: Member

/s/ Nelson Peltz

NELSON PELTZ

/s/ Peter W. May

PETER W. MAY

/s/ Edward P. Garden

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EDWARD P. GARDEN

[Signature Page of Amendment No. 7 of Schedule 13D -
Wendy's International, Inc.]

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., 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

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[Signature Page of Amendment No. 7 of Schedule 13D -
Wendy's International, Inc.]

TRIARC COMPANIES, INC.

By: /s/ Stuart I. Rosen

Name: Stuart I. Rosen
Title: Senior Vice President and General Counsel

Dated: July 30, 2007

[Signature Page of Amendment No. 7 of Schedule 13D -
Wendy's International, Inc.]