

Wendy's Co
Form 8-K
November 14, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): November 14, 2016

THE WENDY S COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-2207
(Commission

File No.)
One Dave Thomas Blvd.

38-0471180
(IRS Employer

Identification No.)

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Dublin, Ohio 43017

(Address of principal executive offices, including ZIP code)

(614) 764-3100

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On November 11, 2016, The Wendy's Company (the Company) entered into an accelerated share repurchase agreement (the ASR Agreement) with J.P. Morgan Securities LLC, as agent for JPMorgan Chase Bank, National Association, London Branch (JPMorgan), to repurchase the Company's common stock, par value \$0.10 (the Common Stock) as part of the Company's existing share repurchase program.

Under the ASR Agreement, on November 14, 2016, the Company will pay JPMorgan an initial purchase price of \$150.0 million in cash and will receive an initial delivery of approximately 11.09 million shares of Common Stock. The total number of shares of Common Stock to ultimately be purchased by the Company under the ASR Agreement will generally be based on the average of the daily volume-weighted average prices of the Common Stock during the term of the ASR Agreement. Upon final settlement of the ASR Agreement, the Company may be entitled to receive additional shares of Common Stock from JPMorgan or, under certain circumstances specified in the ASR Agreement, the Company may be required to deliver shares of Common Stock or make a cash payment, at its option, to JPMorgan. The ASR Agreement contains provisions customary for agreements of this type, including provisions for adjustments to the transaction terms, the circumstances generally under which the ASR Agreement may be accelerated, extended or terminated early by JPMorgan and various acknowledgments, representations and warranties made by the parties to one another. The ASR Agreement is scheduled to expire in approximately six weeks, but may conclude earlier at JPMorgan's option.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

THE WENDY S COMPANY

By: /s/ Dana Klein

Name: Dana Klein

Title: Senior Vice President Corporate and
Securities Counsel, and Assistant
Secretary

Dated: November 14, 2016