

WENDY'S/ARBY'S GROUP, INC.

Form S-8 POS

September 29, 2008

As filed with the Securities and Exchange Commission on September 29, 2008

Registration No. \_\_\_\_\_ - \_\_\_\_\_

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

\_\_\_\_\_  
**POST-EFFECTIVE AMENDMENT TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-139650**

**FORM S-8 REGISTRATION STATEMENT NO. 333-108500**

**UNDER THE SECURITIES ACT OF 1933**

\_\_\_\_\_  
**WENDY'S/ARBY'S GROUP, INC.**

(Exact name of Registrant as Specified in Its Charter)

Delaware

38-0471180

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

\_\_\_\_\_  
1155 Perimeter Center West 12th Floor

Atlanta, GA 30338

(Address of Principal Executive Offices) (Zip Code)

\_\_\_\_\_  
Triarc Companies, Inc. 1993 Equity Participation Plan

Triarc Companies, Inc. Amended and Restated 1997 Equity Participation Plan

Triarc Companies, Inc. Amended and Restated 1998 Equity Participation Plan

Triarc Companies, Inc. Amended and Restated 2002 Equity Participation Plan

Replacement Stock Option Agreement, dated July 25, 2005, between Triarc Companies, Inc. and Thomas A. Garrett relating to Options to Purchase 203,328 shares of Class B Common Stock, Series 1

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Replacement Stock Option Agreement, dated July 25, 2005, between Triarc Companies, Inc. and Thomas A. Garrett relating to Options to Purchase 334,331 shares of Class B Common Stock, Series 1

Replacement Stock Option Agreement, dated July 25, 2005, between Triarc Companies, Inc. and Michael I. Lippert relating to Options to Purchase 78,802 shares of Class B Common Stock, Series 1

Replacement Stock Option Agreement, dated July 25, 2005, between Triarc Companies, Inc. and J. David Pipes relating to Options to Purchase 157,605 shares of Class B Common Stock, Series 1

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(Full titles of plan)

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Nils H. Okeson, Esq.

Wendy's/Arby's Group, Inc.

1155 Perimeter Center West 12th Floor

Atlanta, GA 30338

(678) 514-4100

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(Name and address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

John C. Kennedy, Esq.

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas, New York, New York 10019-6064

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (do not check if a smaller reporting company)

Smaller reporting company

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DEREGISTRATION OF SHARES

On September 29, 2008, pursuant to the terms of the Agreement and Plan of Merger dated as of April 23, 2008, as amended, by and among Triarc Companies, Inc. ("Triarc"), Green Merger Sub, Inc., a wholly-owned subsidiary of Triarc ("Merger Sub"), and Wendy's International, Inc. ("Wendy's"), Wendy's merged with and into Merger Sub, with Wendy's surviving as a wholly-owned subsidiary of Triarc. In connection with the merger, Triarc changed its name to Wendy's/Arby's Group, Inc.

This Post-Effective Amendment to the Registration Statements on Form S-8 listed below (collectively, the "Prior Registration Statements") is filed to deregister all shares of Triarc Class B common stock, Series 1, par value \$0.10 per share that were previously registered and have not been sold or otherwise issued as of the date of the filing of this Post-Effective Amendment under the (i) Triarc Companies, Inc. 1993 Equity Participation Plan, (ii) Triarc Companies, Inc. Amended and Restated 1997 Equity Participation Plan, (iii) Triarc Companies, Inc. Amended and Restated 1998 Equity Participation Plan, (iv) Triarc Companies, Inc. Amended and Restated 2002 Equity Participation Plan, (v) Replacement Stock Option Agreement, dated July 25, 2005, between Triarc Companies, Inc. and Thomas A. Garrett relating to Options to Purchase 203,328 shares of Class B Common Stock, Series 1, (vi) Replacement Stock Option Agreement, dated July 25, 2005, between Triarc Companies, Inc. and Thomas A. Garrett relating to Options to Purchase 334,331 shares of Class B Common Stock, Series 1, (vii) Replacement Stock Option Agreement, dated July 25, 2005, between Triarc Companies, Inc. and Michael I. Lippert relating to Options to Purchase 78,802 shares of Class B Common Stock, Series 1 and (viii) Replacement Stock Option Agreement, dated July 25, 2005, between Triarc Companies, Inc. and J. David Pipes relating to Options to Purchase 157,605 shares of Class B Common Stock, Series 1.

1. Registration Statement No. 333-108500 filed September 4, 2003; and
  2. Registration Statement No. 333-139650 filed December 22, 2006.
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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Prior Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on September 29, 2008.

**WENDY'S/ARBY'S GROUP, INC.**

By: /s/ Stephen E. Hare  
Name: Stephen E. Hare

Title: Senior Vice President and Chief  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Prior Registration Statements has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Titles</u>	<u>Date</u>
/s/ Nelson Peltz Nelson Peltz	Chairman and Director	September 29, 2008
/s/ Peter W. May Peter W. May	Vice Chairman and Director	September 29, 2008
/s/ Roland C. Smith Roland C. Smith	Chief Executive Officer, President and Director (Principal Executive Officer)	September 29, 2008
/s/ Stephen E. Hare Stephen E. Hare	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	September 29, 2008
/s/ Steven B. Graham Steven B. Graham	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	September 29, 2008
/s/ Hugh L. Carey Hugh L. Carey	Director	September 29, 2008
/s/ Clive Chajet Clive Chajet	Director	September 29, 2008



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<u>Signature</u>	<u>Titles</u>	<u>Date</u>
/s/ Edward P. Garden Edward P. Garden	Director	September 29, 2008
/s/ Janet Hill Janet Hill	Director	September 29, 2008
/s/ Joseph A. Levato Joseph A. Levato	Director	September 29, 2008
/s/ J. Randolph Lewis J. Randolph Lewis	Director	September 29, 2008
/s/ David E. Schwab II David E. Schwab II	Director	September 29, 2008
/s/ Raymond S. Troubh Raymond S. Troubh	Director	September 29, 2008
/s/ Jack G. Wasserman Jack G. Wasserman	Director	September 29, 2008