

Frank Joshua D.
Form 4
March 20, 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 *
Frank Joshua D.

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)
03/19/2018

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

NEW YORK, NY 10017

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

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	Price		
Common Stock	03/19/2018		X	230,368	A	\$ 53.8251 (1) (2) (3) (4)	44,720,730 (5)	I (6) (7) Please see explanation below (6) (7)
Common Stock	03/19/2018		X	110,598	A	\$ 53.9865 (1) (2) (3) (8)	44,831,328	I (6) (7) Please see explanation below (6) (7)
Common Stock							4,345 (5)	D

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Put-Call Option (right and obligation to buy)	\$ 53.8251 <u>(1) (2) (3)</u> <u>(4)</u>	03/19/2018		X	230,368	<u>(1)(2)(3)</u> 03/18/2019	Common Stock	230,368	
Put-Call Option (right and obligation to buy)	\$ 53.9865 <u>(1) (2) (3)</u> <u>(8)</u>	03/19/2018		X	110,598	<u>(1)(2)(3)</u> 03/18/2019	Common Stock	110,598	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frank Joshua D. 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 Joshua Frank 03/20/2018
**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. 03/20/2018

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) One of the Trian Entities (as defined below) entered into a series of privately negotiated back-to-back call and put transactions (the "Options") with a counterparty through which it became entitled to the same economic gain or loss as if it had purchased the indicated shares. More specifically, these transactions represented call options pursuant to which, on or prior to March 18, 2019 (the "Exercise Date"), the Trian Entity could acquire the number of shares set forth above at a designated exercise price (the "Exercise Price").
- (FN 1, contd.) These call options could be exercised at any time, in whole or in part, on or prior to the Exercise Date. Simultaneously with the purchase of each call option, the Trian Entity also sold a put option to the counterparty for the same number of shares pursuant to which, if on the Exercise Date the call options had not been exercised by the Trian Entity and the Exercise Price were greater than the closing price of the shares on the Expiration Date (the "Closing Price"), the counterparty could require the Trian Entity to, at the counterparty's election, either (i) pay the counterparty an amount in cash equal to the product of (a) the excess of the Exercise Price over the Closing Price and (b) the number of shares set forth above or (ii) acquire from the counterparty the number of shares set forth above at the Exercise Price. With the exercise of any call option, a corresponding number of put options would be automatically terminated.
- (3) (FN 2, contd.) As part of these transactions, the Trian Entity paid the counterparty a financing fee based on the number of days that the Options that it held were outstanding, which fee was calculated using a monthly rate equal to one month LIBOR plus an applicable spread. No premium was paid by either of the parties in connection with the Options. Until exercised, the Options did not give the Trian Entity any direct or indirect voting, investment or dispositive control over the underlying shares.
- (4) The put-call option was previously reported at an exercise price of \$53.8959 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect any dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.
- (5) In connection with their service on the Issuer's Board of Directors, Mr. Frank and Nelson Peltz each receive shares of common stock from the Issuer. Each of Messrs. Peltz and Frank transferred 497 of those shares to Trian Fund Management, L.P. ("Trian Management"), for no consideration, pursuant to agreements entered into on August 21, 2015 with Trian Management relating to compensation received in connection with their service as directors of the Issuer.
- (6) Trian Management serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund II, L.P., Trian Partners Strategic Investment Fund-A, L.P., Trian Partners Co-Investment Fund-A, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Strategic Investment Fund-D, L.P., Trian Partners Fund (SUB)-G, L.P., Trian Partners Strategic Fund-G II, L.P., Trian Partners Strategic Fund G-III, L.P., Trian Partners Co-Investment Opportunities Fund, Ltd., Trian SPV (Sub) XI, L.P., Trian Partners Strategic Fund-K, L.P. and Trian Partners Strategic Fund-C, Ltd. (collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them.
- (7) (FN 6, contd.) Mr. Frank is a limited partner of certain affiliates of the Trian Entities and Trian Management and therefore may be deemed to have an indirect interest in the shares which they hold. 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. Frank is a director of the Issuer.
- (8) The put-call option was previously reported at an exercise price of \$54.0584 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect any dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.

Remarks:

The shares which are reported on this filing as being indirectly held by Mr. Frank and Trian 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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