

Wendy's Co  
Form 8-K  
May 08, 2012

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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): May 8, 2012

THE WENDY'S COMPANY  
(Exact name of registrant as specified in its charter)

|   |                                    |  |
|---|------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation)                   | 1-2207<br>(Commission File Number) | 38-0471180<br>(IRS Employer<br>Identification No.) |
| One Dave Thomas Blvd., Dublin, Ohio<br>(Address of principal executive offices) |                                    | 43017<br>(Zip Code)                                |

Registrant's telephone number, including area code: (614) 764-3100

Not Applicable  
(Former name or former address, if changed since last report.)

WENDY'S RESTAURANTS, LLC  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation)                   | 333-161613<br>(Commission File Number) | 38-0471180<br>(IRS Employer<br>Identification No.) |
| One Dave Thomas Blvd., Dublin, Ohio<br>(Address of principal executive offices) |  | 43017<br>(Zip Code)                                |

Registrant's telephone number, including area code: (614) 764-3100

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)

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“ 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))

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Item 8.01 Other Events.

On May 8, 2012, The Wendy's Company announced that Wendy's Restaurants, LLC, its wholly-owned subsidiary ("Wendy's Restaurants"), waived the "Supplemental Indenture Condition" (as defined in the Offer to Purchase and Consent Solicitation Statement, dated April 17, 2012, of Wendy's Restaurants) to its previously announced tender offer to purchase for cash any and all of its outstanding 10.00% Senior Notes due 2016 (CUSIP No. 95058TAB3). The tender offer is scheduled to expire at the end of the day, 12:00 midnight, New York City time, on May 14, 2012, unless extended or earlier terminated.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits.

(d) Exhibits

| Exhibit<br>Number | Description   |
|-------------------|---|
| 99.1              | Press release issued by The Wendy's Company on May 8, 2012. |

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SIGNATURES

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

THE WENDY'S COMPANY

Date: May 8, 2012

By: /s/ Dana Klein  
Dana Klein  
Senior Vice President – Corporate  
and Securities  
Counsel, and Assistant Secretary

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

WENDY'S RESTAURANTS, LLC

Date: May 8, 2012

By: /s/ Dana Klein  
Dana Klein  
Senior Vice President – Corporate  
and Securities  
Counsel, and Assistant Secretary

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EXHIBIT INDEX

Exhibit  
Number

Description

99.1

Press release issued by The Wendy's Company on May 8, 2012.

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