

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 6, 2024

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

Delaware
(State or other jurisdiction
of incorporation)

1-2207
(Commission
File Number)

38-0471180
(I.R.S. Employer
Identification No.)

One Dave Thomas Boulevard, Dublin, Ohio
(Address of principal executive offices)

43017
(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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.10 par value	WEN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 6, 2024, Nelson Peltz informed The Wendy's Company (the "Company") and its Board of Directors (the "Board") of his resignation from the Board, effective immediately, in order to devote more time to his other board commitments and the future activities of Trian Fund Management, L.P. ("Trian Partners"), of which he is Chief Executive Officer and a Founding Partner. Two members of Trian Partners, Peter W. May and Matthew H. Peltz, serve on the Board as Senior Vice Chairman and Vice Chairman of the Board, respectively. Following his resignation, the Board conferred upon Mr. Peltz the honorary title of Chairman Emeritus, in recognition of his long-time leadership, counsel, guidance and contributions to the Board and the Company.

Subsequently, on September 6, 2024, the Board, upon the recommendation of the Nominating and Corporate Governance Committee (the "Nominating Committee") and effective upon Mr. Peltz's departure from the Board, (i) designated Arthur B. Winkleblack as Chairman of the Board and (ii) determined that the size of the Board will be reduced from 12 to 11 directors.

Mr. Winkleblack has served as Lead Independent Director of the Board since October 2023 and has been a member of the Board since 2016. He also serves as chairman of the Nominating Committee and as a member of the Audit Committee, where he is a past chairman. In connection with his designation as Chairman of the Board, Mr. Winkleblack was also appointed as chairman of the Executive Committee of the Board.

Mr. Peltz has expressed to the Company his strong support for the Company's Chief Executive Officer, Kirk Tanner, his belief that the Company is well-positioned for future success under Mr. Tanner's leadership and the stewardship of the Board, and his confidence that the Company is in good hands for further growth and success, including Mr. Winkleblack's deep experience on the Company's Board, along with the experience of Mr. May and Mr. Matthew Peltz.

A copy of the press release announcing Mr. Peltz's departure and the designation of Mr. Winkleblack as Chairman of the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by The Wendy's Company on September 6, 2024.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities 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: September 6, 2024

By: /s/ Mark L. Johnson

Mark L. Johnson

Director – Corporate & Securities Counsel, and Assistant
Secretary

The Wendy's Company Appoints Arthur Winkleblack Chairman of the Board

Nelson Peltz Appointed Chairman Emeritus

DUBLIN, Ohio, September 6, 2024 — The Wendy's Company (Nasdaq: WEN) today announced that its Board of Directors has appointed Arthur B. Winkleblack as non-executive Chairman of the Board. He succeeds Nelson Peltz, who has been named Chairman Emeritus in recognition of his long-time leadership, counsel, guidance and contributions to the Board and the Company.

Winkleblack has served as Lead Independent Director since October 2023 and has been a member of the Board since 2016. He also serves as Chairman of the Nominating and Corporate Governance Committee and as a member of the Audit Committee, where he is a past Chairman. Mr. Winkleblack has also been appointed as Chairman of the Executive Committee.

Peltz has served as non-executive Chairman of the Board since 2007. He is stepping down to devote more time to his other board commitments and Trian's future activities.

Kirk Tanner, Wendy's CEO, said: "We are immensely grateful to Nelson for his many contributions to Wendy's over the years. Nelson has been an effective and collaborative leader, and Wendy's has greatly benefited from his strategic vision and operational skills. I wish him the best with his other commitments and look forward to continuing to work with him as a significant Wendy's shareholder."

Tanner added: "I am excited to work with Art in his new role and am confident that the entire Board and management team will continue to work together to drive progress against the Company's strategic growth priorities. We benefit greatly from our Board structure and composition, which includes a majority independent Board, fully independent key Board committees, substantial shareholder involvement, a combination of both tenure and board refreshment, and deep and diverse skills, experience and perspectives that span a broad range of industries."

Peltz, CEO and a Founding Partner of Trian Fund Management, L.P., a multi-billion asset firm which, with its affiliates, beneficially owns approximately 15.3% of the outstanding shares of Wendy's, said: "It's been a pleasure working with the Wendy's Board for nearly two decades, and I'm proud of the company's growth and transformation. Kirk has transitioned seamlessly into the CEO role, and with the stewardship of the Board, including Art's deep experience on the Board along with that of my partners Peter May and Matt Peltz, Senior Vice Chairman and Vice Chairman, respectively, I am confident that the Company is in good hands for further growth and success."

ABOUT WENDY'S

Wendy's® was founded in 1969 by Dave Thomas in Columbus, Ohio. Dave built his business on the premise, "Quality is our Recipe®," which remains the guidepost of the Wendy's system. Wendy's is best known for its made-to-order square hamburgers, using fresh, never frozen beef*, freshly-prepared salads, and other signature items like chili, baked potatoes and the Frosty® dessert. The Wendy's Company (Nasdaq: WEN) is committed to doing the right thing and making a positive difference in the lives of others. This is most visible through the Company's support of the Dave Thomas Foundation for Adoption® and its signature Wendy's Wonderful Kids® program, which seeks to find a loving, forever home for every child waiting to be adopted from the North American foster care system. Today, Wendy's and its franchisees employ hundreds of thousands of people across over 7,000 restaurants worldwide with a vision of becoming the world's most thriving and beloved restaurant brand. For details on franchising, connect with us at www.wendys.com/franchising.

Visit www.wendys.com and www.squaredealblog.com for more information and connect with us on X and Instagram using @wendys, and on Facebook at www.facebook.com/wendys.

*Fresh beef available in the contiguous U.S., Alaska, and Canada.

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