

Wendy's Co
Form 8-K
August 16, 2018

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): August 16, 2018

THE WENDY S COMPANY

(Exact Name of Registrant as Specified in 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)

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

Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7.01 Regulation FD Disclosure.

On August 16, 2018, The Wendy's Company (the Company) announced that it had accepted an offer from Inspire Brands, Inc. to sell its 12.3% ownership interest in the company back to Inspire Brands for \$450 million.

The Company views this transaction as one that will provide the Company future flexibility to invest in the growth of the Wendy's brand and Company and increase its share repurchase program. The Company also announced that its Board of Directors has authorized a new share repurchase program for up to \$100 million of the Company's common stock through December 27, 2019. This is in addition to the Company's current \$175 million share repurchase authorization, expiring March 3, 2019, which had \$93.1 million remaining as of August 1, 2018.

The press release announcing the transaction is furnished as Exhibit 99.1 hereto. The Company undertakes no duty or obligation to publicly update or revise the information contained in the press release, although the Company may do so from time to time.

The information in this Item 7.01, including the exhibit furnished under Item 9.01, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section. Furthermore, the information in this Item 7.01, including the exhibit furnished under Item 9.01, shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) **Exhibits.**

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | <u>Press release issued by The Wendy's Company on August 16, 2018.</u> |

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: August 16, 2018

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