

Wendy's Co
Form 8-K
June 07, 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): June 7, 2018 (June 5, 2018)

THE WENDY S COMPANY

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

One Dave Thomas Boulevard, Dublin, Ohio

1-2207
(Commission

File Number)

38-0471180
(I.R.S. Employer

Identification No.)

43017

(Address of Principal Executive Offices) (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 5.07 Submission of Matters to a Vote of Security Holders.

On June 5, 2018, The Wendy's Company (the "Company") held its 2018 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders: (i) elected each of the 11 director nominees; (ii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018; and (iii) approved an advisory resolution to approve executive compensation. A description of each proposal voted on at the Annual Meeting, and the voting results for each proposal, are set forth below. (The proposals are further described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 20, 2018.)

The proposal to elect each of the 11 nominees to serve as a director of the Company until the Company's next annual meeting of stockholders and until his or her successor is elected and qualified, or until his or her earlier death, resignation, retirement, disqualification or removal, was approved. Each nominee received the affirmative vote of a majority of the votes cast with respect to such nominee's respective election. Voting results for the nominees were as follows:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------------|------------------|----------------------|--------------------|-------------------------|
| Nelson Peltz | 182,409,713 | 2,834,352 | 302,478 | 33,560,581 |
| Peter W. May | 180,826,712 | 4,420,547 | 299,284 | 33,560,581 |
| Kristin A. Dolan | 179,591,959 | 5,607,003 | 347,581 | 33,560,581 |
| Kenneth W. Gilbert | 183,832,637 | 1,349,131 | 364,775 | 33,560,581 |
| Dennis M. Kass | 183,821,892 | 1,427,242 | 297,409 | 33,560,581 |
| Joseph A. Levato | 182,870,534 | 2,373,390 | 302,619 | 33,560,581 |
| Michelle J. Mathews-Spradlin | 183,833,043 | 1,399,806 | 313,694 | 33,560,581 |
| Matthew H. Peltz | 183,163,354 | 2,001,161 | 382,028 | 33,560,581 |
| Todd A. Penegor | 183,683,748 | 1,572,211 | 290,584 | 33,560,581 |
| Peter H. Rothschild | 182,047,785 | 3,132,767 | 365,991 | 33,560,581 |
| Arthur B. Winkleblack | 183,517,502 | 1,717,266 | 311,775 | 33,560,581 |

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018 was approved by the affirmative vote of a majority of the shares of common stock present (in person or by proxy) and entitled to vote at the Annual Meeting. The voting results for this proposal were as follows: (i) 217,421,811 votes for; (ii) 1,284,180 votes against; and (iii) 401,133 abstentions.

The proposal to approve an advisory resolution to approve executive compensation was approved by the affirmative vote of a majority of the shares of common stock present (in person or by proxy) and entitled to vote at the Annual Meeting. The voting results for this proposal were as follows: (i) 179,253,518 votes for; (ii) 5,124,079 votes against; (iii) 1,168,946 abstentions; and (iv) 33,560,581 broker non-votes.

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: June 7, 2018

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