

Wendy's Co
Form 8-K/A
July 25, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 25, 2013 (July 22, 2013)

THE WENDY'S COMPANY

(Exact name of registrant as specified in its charter)

Delaware	1-2207	38-0471180
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Dave Thomas Blvd., Dublin, Ohio	43017
(Address of principal executive offices)	(Zip Code)
(614) 764-3100	
(Registrant's telephone number, including area code)	
N/A	
(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)
 - ☐ 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 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.

On July 22, 2013, Wendy's International, Inc. ("Wendy's"), an indirect wholly-owned subsidiary of The Wendy's Company (the "Company"), completed the sale of certain assets used in the operation of 22 Wendy's restaurants in the Kansas City metropolitan area to NPC Quality Burgers, Inc., an indirect wholly-owned subsidiary of NPC Restaurant Holdings, LLC ("NPC") pursuant to the terms of an Asset Purchase Agreement (the "Agreement") dated as of June 12, 2013 for \$9.3 million (subject to customary purchase price adjustments) plus initial franchise fees. On July 23, 2013, the Company filed a Current Report on Form 8-K with the Securities and Exchange Commission which included the announcement of the completion of the sale. The Agreement also includes the future sale of two additional Wendy's restaurants currently under development to NPC upon completion.

This Form 8-K/A amends the Current Report on Form 8-K filed on July 23, 2013 to provide the pro forma financial information required by Item 9.01 of Form 8-K, which was not previously filed with the Form 8-K on July 23, 2013.

The foregoing description of the Agreement is qualified in its entirety by reference to the Agreement, a copy of which is attached as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 23, 2013.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(b) Pro forma financial information.

The unaudited pro forma condensed consolidated balance sheet as of March 31, 2013 and unaudited pro forma condensed consolidated statements of operations of The Wendy's Company for the three months ended March 31, 2013 and the year ended December 30, 2012, including notes to the unaudited pro forma condensed consolidated financial statements, are attached hereto as Exhibit 99.1 and are incorporated herein by reference.

(d) Exhibits

Exhibit No.	Description
2.1	Asset Purchase Agreement by and among Wendy's Old Fashioned Hamburgers of New York, Inc., as seller, NPC Quality Burgers, Inc., as purchaser, and NPC International, Inc., as guarantor, dated as of June 12, 2013 incorporated herein by reference to Exhibit 2.1 of The Wendy's Company Current Report on Form 8-K filed on July 23, 2013 (SEC file No. 001-02207).
99.1	The unaudited pro forma condensed consolidated balance sheet as of March 31, 2013 and the unaudited pro forma condensed consolidated statements of operations of The Wendy's Company for the three months ended March 31, 2013 and the year ended December 30, 2012, including notes to the unaudited pro forma condensed consolidated financial statements.

SIGNATURE

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
(Registrant)

Date: July 25, 2013

By:/s/ Stephen E. Hare
Stephen E. Hare
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

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