Wendy's Co
Form DEFA14A
April 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material under Rule 14a-12

THE WENDY S COMPANY

Name of the Registrant as Specified In Its Charter

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

***** Exercise Your *Right* to Vote *****

Important Notice Regarding the Availability of Proxy Materials for the

Annual Meeting of Stockholders to Be Held on June 1, 2015.

THE WENDY S COMPANY

THE WENDY S COMPANY

ONE DAVE THOMAS BLVD.

DUBLIN, OHIO 43017

Meeting Information

Meeting Type: 2015 Annual Meeting of Stockholders
For holders as of: April 2, 2015

Date: June 1, 2015 **Time:** 10:00 a.m. (EDT)

Location: The Wendy s Company
Thomas Conference Center
One Dave Thomas Blvd.

Dublin, Ohio 43017

You are receiving this notice because you hold shares of stock in The Wendy s Company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper or e-mail copy at no charge (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE: **Admission Ticket**
NOTICE OF ANNUAL MEETING, PROXY STATEMENT AND ANNUAL REPORT TO STOCKHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) available and visit: *www.proxyvote.com.*

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of the Company s proxy materials for this meeting and for future stockholder meetings, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com

2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to the Company or to your investment adviser.

Please make the request as instructed above on or before May 18, 2015 to facilitate timely delivery.

How To Vote
Please Choose One of the Following Voting Methods

Vote By Internet: To vote by Internet, go to *www.proxyvote.com.* Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Telephone: You can vote by telephone by requesting a paper or e-mail copy of the proxy materials, which will include a proxy card that contains instructions on how to transmit your voting instructions by telephone.

Vote By Mail: You can vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card and a postage-paid return envelope.

Vote In Person: Ballots will be available to stockholders who attend the meeting in person. Admission to the meeting will be by ticket only. Please review the proxy materials for the Company s admission policy. You may vote the shares by proxy prior to the meeting, even if you plan to attend the meeting in person. Directions to the meeting are available on the Company s website at www.aboutwendys.com.

Voting Items

Notice is hereby given that the 2015 Annual Meeting of Stockholders of The Wendy's Company will be held at the Thomas Conference Center located at the Company's corporate offices,

One Dave Thomas Blvd., Dublin, Ohio 43017, on June 1, 2015, at 10:00 a.m. (EDT), for the following purposes:

The Board of Directors recommends that you vote FOR the election of each of the director nominees named below:

1. Election of Directors

Nominees:

01) Nelson Peltz	06) Joseph A. Levato
02) Peter W. May	07) J. Randolph Lewis
03) Emil J. Brolick	08) Michelle J. Mathews-Spradlin
04) Edward P. Garden	09) Peter H. Rothschild
05) Janet Hill	10) David E. Schwab II

The Board of Directors recommends that you vote FOR proposals 2, 3 and 4:

2. Approval of an amendment to the Company's 2010 Omnibus Award Plan to increase the number of shares available for issuance under the plan and impose annual limits on the value of awards that may be granted to non-employee directors under the plan, and reapproval of the material terms of the performance goals under the plan in accordance with Section 162(m) of the Internal Revenue Code of 1986, as amended.

3. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015.

4. Advisory resolution to approve executive compensation.

The Board of Directors recommends that you vote AGAINST proposal 5:

5. Stockholder proposal regarding an independent board chairman, if properly presented at the meeting.

If any other matter properly comes before the meeting, shares represented by properly submitted proxies will be voted on such matter in the discretion of the persons named as proxies in the Company s proxy card for the meeting.

Only stockholders of record at the close of business on April 2, 2015, the record date for the meeting, are entitled to receive notice of, and to vote at, the meeting.