

WENDYS INTERNATIONAL INC

Form S-8

October 13, 2006

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As filed with the Securities and Exchange Commission on October 13, 2006

Registration No. 333-_____

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933
Wendy s International, Inc.
(Exact name of registrant as specified in its charter)**

Ohio

31-0785108

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

P.O. Box 256, 4288 West Dublin-Granville Road
Dublin, Ohio 43017-0256

(Address of Principal Executive Offices) (Zip Code)

Wendy s 1990 Stock Option Plan
(Full title of the plan)

Dana Klein, Esq.

P.O. Box 256, 4288 West Dublin-Granville Road
Dublin, Ohio 43017-0256

(Name and address of agent for service)

(614) 764-3100

(Telephone number, including area code, of agent for service)

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price (1) | Amount of registration fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common Shares, without par value | 480,000(2) | \$ 33.93 | \$ 16,286,400.00 | \$ 1,742.64 |

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c); based upon the average of the high and low prices of Wendy s International, Inc. Common Shares in the consolidated reporting system on October 11, 2006.

(2) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of Common Shares to be offered or sold pursuant to the employee benefit plan described herein which may become issuable pursuant to the anti-dilution provisions of the plan.

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This Registration Statement relates to an amendment to the Wendy's 1990 Stock Option Plan to increase the number of Common Shares authorized to be issued thereunder from 24,270,000 to 24,750,000. The contents of the Registrant's Registration Statements on Form S-8 with respect to the Wendy's 1990 Stock Option Plan, Registration No. 33-36602, filed with the Securities and Exchange Commission (the Commission) on August 29, 1990, Registration No. 33-61347, filed with the Commission on July 27, 1995, Registration No. 333-60033, filed with the Commission on July 28, 1998, and Registration No. 333-107855, filed with the Commission on August 11, 2003, are hereby incorporated by reference pursuant to Instruction E of Form S-8. Also pursuant to Instruction E to Form S-8, the filing fee is being paid only with respect to the 480,000 Common Shares not previously registered.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to Instruction E of Form S-8, set forth below is additional information that was not included in the Registrant's earlier registration statements regarding Wendy's 1990 Stock Option Plan.

Item 5. Interests of Named Experts and Counsel

Dana Klein, Esq., is an employee of the Registrant. As of October 13, 2006, Mr. Klein, together with members of his immediate family, owned an aggregate of 5,024 Common Shares, options to purchase an aggregate of 37,282 Common Shares, 960 restricted shares and 9,351 restricted stock units of the Registrant.

Item 6. Indemnification of Directors and Officers

The Registrant has entered into indemnification agreements with all of its directors.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, State of Ohio, on October 13, 2006.

WENDY S INTERNATIONAL, INC.

By: /s/ Kerrii B. Anderson
Kerrii B. Anderson
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 13th day of October, 2006.

| Signature | Title |
|--|---|
| /s/ Kerrii B. Anderson Kerrii B. Anderson | Director, Chief Executive Officer & President |
| /s/ James V. Pickett * James V. Pickett | Director, Chairman of the Board |
| /s/ Brendan P. Foley, Jr. Brendan P. Foley, Jr. | Chief Accounting Officer, Senior Vice President & General Controller |
| /s/ Ann B. Crane * Ann B. Crane | Director |
| /s/ Janet Hill * Janet Hill | Director |
| /s/ Paul D. House * Paul D. House | Director |
| /s/ Thomas F. Keller * Thomas F. Keller | Director |
| /s/ William E. Kirwan * William E. Kirwan | Director |

/s/ David P. Lauer *

Director

David P. Lauer

/s/ Jerry W. Levin *

Director

Jerry W. Levin

/s/ J. Randolph Lewis *

Director

J. Randolph Lewis

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| Signature | Title |
|---------------------------|----------|
| /s/ James F. Millar * | Director |
| James F. Millar | |
| /s/ Stuart I. Oran * | Director |
| Stuart I. Oran | |
| /s/ Peter H. Rothschild * | Director |
| Peter H. Rothschild | |
| /s/ John R. Thompson * | Director |
| John R. Thompson | |

Date

*By: /s/ Dana Klein

October 13, 2006

Dana Klein
(Attorney-in-Fact)

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| 5 | Opinion of Dana Klein, Esq. as to legality | 5 |
| 23(a) | Consent of Independent Registered Public Accounting Firm | 6 |
| 23(b) | Consent of Dana Klein, Esq. (included in Exhibit 5) | |
| 24 | Powers of Attorney | 7-21 |