

TRIAN FUND MANAGEMENT, L.P.

Form 4

September 07, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Frank Joshua D.

2. Issuer Name **and** Ticker or Trading  
Symbol  
SYSCO CORP [SYY]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
280 PARK AVENUE, 41ST FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/05/2018

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

NEW YORK, NY 10017

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |           |                             | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)      |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------|-----------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount    | (A) or (D) Price            |                                                                                               |                                                          |                                                            |
| Common Stock                    | 09/05/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 816,640   | D \$ 74.9988 <sup>(2)</sup> | 41,737,599 <sup>(3)</sup>                                                                     | I                                                        | Please see explanation below <sup>(4)</sup> <sup>(5)</sup> |
| Common Stock                    | 09/06/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 1,135,100 | D \$ 75.0218 <sup>(6)</sup> | 40,602,499                                                                                    | I                                                        | Please see explanation below <sup>(4)</sup> <sup>(5)</sup> |
| Common Stock                    | 09/07/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 838,970   | D \$ 75.0633 <sup>(7)</sup> | 39,763,529                                                                                    | I                                                        | Please see explanation below <sup>(4)</sup> <sup>(5)</sup> |
| Common Stock                    |                                      |                                                    |                                |                                                                   |           |                             | 4,005 <sup>(3)</sup>                                                                          | D                                                        |                                                            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474  
(9-02)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reportable<br>Transaction<br>(Instr. |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                       | Amount<br>or<br>Number<br>of<br>Shares              |                                                                                                                        |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               |                                                                                                                        |

| Reporting Owner Name / Address                                                   | Relationships |           |         |       |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                  | Director      | 10% Owner | Officer | Other |
| Mr. Joshua D.<br>100 PARK AVENUE<br>10TH FLOOR<br>NEW YORK, NY 10017             | X             |           |         |       |
| MAN FUND MANAGEMENT, L.P.<br>100 PARK AVENUE<br>10TH FLOOR<br>NEW YORK, NY 10017 | X             |           |         |       |

|                                                                                                                        |            |
|------------------------------------------------------------------------------------------------------------------------|------------|
| Daniel R. Marx, Attorney-in-Fact for Joshua Frank                                                                      | 09/07/2018 |
| <u>                                        </u> **Signature of Reporting Person                                        | Date       |
| By: Daniel R. Marx, Attorney-in-Fact for Nelson Peltz, member of the general partner of<br>Triam Fund Management, L.P. | 09/07/2018 |
| <u>                                        </u> **Signature of Reporting Person                                        | Date       |

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) The sales reported in this Form 4 were done for portfolio management purposes and in connection with the expiration of the applicable lock-up period of one investment fund holding shares of the Issuer.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$74.80 to \$75.25. The Reporting Person undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (2)
- In connection with their service on the Issuer's Board of Directors, Mr. Frank and Nelson Peltz each receive shares of common stock from the Issuer. Each of Messrs. Peltz and Frank transferred 925 of those shares to Trian Fund Management, L.P. ("Trian Management"), for no consideration, pursuant to agreements entered into on August 21, 2015 with Trian Management relating to compensation received in connection with their service as directors of the Issuer.
- (3)
- Trian Management serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund II, L.P., Trian Partners Strategic Investment Fund-A, L.P., Trian Partners Co-Investment Fund-A, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Strategic Investment Fund-D, L.P., Trian Partners Fund (SUB)-G, L.P., Trian Partners Strategic Fund-G II, L.P., Trian Partners Strategic Fund G-III, L.P., Trian Partners Co-Investment Opportunities Fund, Ltd., Trian SPV (Sub) XI, L.P., Trian Partners Strategic Fund-K, L.P. and Trian Partners Strategic Fund-C, Ltd. (collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them.
- (4)
- (FN 4, contd.) Mr. Frank is a limited partner of certain affiliates of the Trian Entities and Trian Management and therefore may be deemed to have an indirect interest in the shares which they hold. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Frank is a director of the Issuer.
- (5)
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$74.8650 to \$75.12. The Reporting Person undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (6)
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$74.70 to \$75.38. The Reporting Person undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (7)

### Remarks:

The shares which are reported on this filing as being indirectly held by Mr. Frank and Trian Management through their relation

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.