

SYSCO CORP
Form SC 13D/A
March 20, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)*
SYSCO CORPORATION
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

871829107
(CUSIP Number)

Brian L. Schorr, Esq.
Trian Fund Management, L.P.
280 Park Avenue, 41st Floor
New York, New York 10017
Tel. No.: (212) 451-3000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 19, 2019
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
Nelson Peltz

2 CHECK THE APPROPRIATE BOX (a) ☐
IF A MEMBER OF A GROUP (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS ☐
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

NUMBER OF 7 SOLE VOTING POWER
SHARES 0
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 23,671,603
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0
PERSON WITH 10 SHARED DISPOSITIVE POWER
23,671,603

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
23,671,603

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN []
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
4.61%*

14 TYPE OF REPORTING PERSON
IN

*Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended December 29, 2018 (the "Form 10-Q").

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
Peter W. May

2 CHECK THE APPROPRIATE BOX (a) ☐
IF A MEMBER OF A GROUP (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS ☐
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 23,671,603

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH 10 SHARED DISPOSITIVE POWER
23,671,603

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
23,671,603

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☐
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
4.61%*

14 TYPE OF REPORTING PERSON
IN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

1	NAME OF REPORTING PERSON
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	Edward P. Garden
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	23,671,603
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	23,671,603
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	23,671,603
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☐
	SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	4.61%
14	TYPE OF REPORTING PERSON
	IN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Fund Management, L.P.
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	20-3454182
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	23,175,689
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	23,175,689
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	23,175,689
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☐
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	4.51%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Trian Fund Management GP, LLC
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	20-3454087
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	23,175,689
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	23,175,689
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	23,175,689
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☐
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	4.51%*
14	TYPE OF REPORTING PERSON
	OO

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Trian Partners, L.P.
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	20-3453988
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	2,488,224
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	2,488,224
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	2,488,224
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.48%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Trian Partners Master Fund, L.P.
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	98-0468601
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Cayman Islands
7	SOLE VOTING POWER
NUMBER OF	0
SHARES	
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	3,886,489
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	3,886,489
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	3,886,489
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.76%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Partners Parallel Fund I, L.P.
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	20-3694154
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	554,835
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	554,835
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	554,835
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.11%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Partners Strategic Investment
1	Fund-A, L.P.
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	27-4180625
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	3,205,520
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	3,205,520
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	3,205,520
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.62%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Partners Strategic
1	Co-Investment Fund-A, L.P.
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	36-4728074
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	630,889
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	630,889
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	630,889
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.12%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Trian Partners Strategic Investment
1	Fund-N, L.P.
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	80-0958490
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	1,792,683
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	1,792,683
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	1,792,683
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.35%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Trian Partners Strategic Investment
1	Fund II, L.P.
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	45-4929803
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
7	SOLE VOTING POWER
NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY OWNED BY	8 2,409,038
EACH	9
REPORTING	SOLE DISPOSITIVE POWER
PERSON WITH	0
	10 SHARED DISPOSITIVE POWER
	2,409,038
11	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	2,409,038
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☒
	SHARES
13	PERCENT OF CLASS
	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.47%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Partners Strategic Investment
1	Fund-D, L.P.
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	98-1108184
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Cayman Islands
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	881,872
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	881,872
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	881,872
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.17%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Partners Fund (Sub)-G, L.P.
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	90-1035117
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	215,254
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	215,254
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	215,254
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.04%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Trian Partners Strategic Fund-G II,
1	L.P.
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	46-5509975
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	758,014
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	758,014
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	758,014
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.15%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Trian Partners Strategic Fund-G III,
1	L.P.
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	47-2121971
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	399,214
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	399,214
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	399,214
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.08%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q..

	NAME OF REPORTING PERSON
	Trian Partners Co-Investment
1	Opportunities Fund, Ltd.
	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	98-1207836
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Cayman Islands
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	4,441,197
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	4,441,197
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	4,441,197
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.86%*
14	TYPE OF REPORTING PERSON
	OO

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Partners Strategic Fund-K, L.P.
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	47-5116069
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
7	SOLE VOTING POWER
NUMBER OF	0
SHARES	
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	775,768
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	775,768
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	775,768
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.15%*
14	TYPE OF REPORTING PERSON
	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Partners Strategic Fund-C, Ltd.
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	81-3859925
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	728,328
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	728,328
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	728,328
12	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.14%*
14	TYPE OF REPORTING PERSON
	OO

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Joshua D. Frank
1	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
8	SHARED VOTING POWER
	3,174
9	SOLE DISPOSITIVE POWER
	0
10	SHARED DISPOSITIVE POWER
	3,174
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,174
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.00%*
14	TYPE OF REPORTING PERSON IN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

	NAME OF REPORTING PERSON
	Triam Partners SPV XI GP, L.P.
1	S.S. OR I.R.S. IDENTIFICATION
	NO. OF ABOVE PERSON
	35-2537608
2	CHECK THE APPROPRIATE BOX (a) ☐
	IF A MEMBER OF A GROUP (b) ☐
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
	REQUIRED PURSUANT TO ITEMS ☐
	2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	489,566
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	10 SHARED DISPOSITIVE POWER
	489,566
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	489,566
	CHECK BOX IF THE
12	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☒
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	0.10%*
	TYPE OF REPORTING PERSON
14	PN

* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

This Amendment No. 8 ("Amendment No. 8") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on August 14, 2015 (the "Original Statement"), as amended by Amendment No. 1 filed on August 20, 2015, as amended by Amendment No. 2 filed on September 2, 2015, as amended by Amendment No. 3 ("Amendment No. 3") filed on June 9, 2016, as amended by Amendment No. 4 filed on December 5, 2016 ("Amendment No. 4"), as amended by Amendment No. 5 filed on June 14, 2018, as amended by Amendment No. 6 filed on September 13, 2018, and as amended by Amendment No. 7 filed on November 29, 2018 (as amended, the "Schedule 13D") relating to the Common Stock, par value \$1.00 per share (the "Shares"), of Sysco Corporation, a Delaware corporation (the "Issuer"). The address of the principal executive office of the Issuer is 1390 Enclave Parkway, Houston, Texas 77077-2099.

Capitalized terms not defined herein shall have the meaning ascribed to them in the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified

Items 3, 4, 5, 6 and 7 of the Schedule 13D are hereby amended as follows:

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following information:

In connection with their service on the Issuer's Board of Directors, each of Messrs. Peltz and Frank received 201 Director Shares on December 28, 2018 pursuant to the Sysco Corporation 2018 Omnibus Incentive Plan (the "2018 Plan"), in lieu of a portion of non-employee director annual cash retainer fees. In addition, each of Messrs. Peltz and Frank received a matching grant from the Issuer equal to 50% of the amount described above, and therefore received an additional 100 Director Shares on December 28, 2018. Since the filing of Amendment No. 7, each of Messrs. Peltz and Frank have transferred a total of 1,224 Director Shares and 2,958 vested Restricted Shares to Trian Management pursuant to the terms of the Director Fee Agreements described in Amendment No. 3.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The reduction in the Reporting Persons' beneficial ownership as reported in this Amendment No.8 primarily resulted from the distribution in kind of Shares to certain limited partners in the parent entity of Co-Investment Fund. The remaining reduction resulted from sales made for portfolio management purposes.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a) As of 4:00 pm, New York City time, on March 20, 2019, the Reporting Persons beneficially owned (as that term is defined in Rule 13d-3), in the aggregate, 23,671,603 Shares, representing approximately 4.61% of the Issuer's outstanding Shares (calculated based on 513,462,661 Shares outstanding as of January 18, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended December 29, 2018).

(b) Each of Trian Onshore, Trian Offshore, Parallel Fund I, TPSIF II, Strategic Fund-A, Coinvest Fund-A, Strategic Fund-N, Strategic Fund-D, Fund G, Strategic Fund-G II, Strategic Fund-G III, Co-Investment Fund, Strategic Fund-K, Strategic Fund-C and SPV XI GP beneficially and directly owns and has sole voting power and sole dispositive power with regard to 2,488,224; 3,886,489; 554,835; 2,409,038; 3,205,520; 630,889; 1,792,683; 881,872; 215,254; 758,014; 399,214; 4,441,197; 775,768; 728,328; and 489,566 Shares, respectively, except to the extent that other Reporting Persons as described in this Item 5 may be deemed to have shared voting power and shared dispositive power with regard to such Shares. Mr. Peltz beneficially owns and has sole voting power and sole dispositive power with regard to 380 Director Shares and 2,794 Restricted Shares, and Mr. Frank beneficially owns and has sole voting power and

sole dispositive power with regard to 380 Director Shares and 2,794 Restricted Shares, except in each case, to the extent that other members of the Trian Group as described in Item 5 of this Schedule 13D may be deemed to have shared voting power and shared dispositive power with regard to such Director Shares and Restricted Shares.

(c) On March 12, 2019, Co-Investment Fund distributed 3,533,251 Shares (the "March 12 Distribution") in kind to certain limited partners of Trian Partners Co-Investment Opportunities Fund, L.P., the parent entity of Co-Investment Fund ("Co-Investment Fund Parent"). In connection with the March 12 Distribution, Co-Investment Fund distributed an additional 392,056 Shares in kind to such limited partners on March 19, 2019 in accordance with the terms of the letter agreement described in Item 6 below. Item 6 is incorporated into this Item 5(c) by reference.

Set forth below is a list of all other transactions with respect to the Shares effected during the past sixty (60) days by any of the Reporting Persons, inclusive of any transactions effected through 4:00 pm, New York City time, on March 20, 2019. All such transactions in the table were effected in the open market. The prices set forth in the table do not include commissions.

Fund	Date	Shares	Price	Type
Trian Partners, L.P.	3/12/2019	124,543	\$ 66.2496	Sale
Trian Partners, L.P.	3/13/2019	51,561	\$ 66.4339	Sale
Trian Partners Master Fund, L.P.	3/12/2019	375,457	\$ 66.2496	Sale
Trian Partners Master Fund, L.P.	3/13/2019	155,439	\$ 66.4339	Sale

(e) As a result of the transactions referred to in Item 5(c) above, on March 12, 2019, the Filing Persons ceased to be the beneficial owners of more than 5% of the Issuer's outstanding Shares.

Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On March 12, 2019, in connection with the March 12 Distribution made to certain limited partners of the Co-Investment Fund Parent, each of Co-Investment Fund and Co-Investment Fund Parent entered into a letter agreement with HedgeServ (Cayman) Ltd. (the "Administrator"), for the purposes of establishing a written plan pursuant to Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended, providing for the Administrator to allocate additional Shares held by the Co-Investment Fund for distribution to the same limited partners in accordance with a predetermined formula.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following information:

8. Letter Agreement dated March 12, 2019 between Trian Partners Co-Investment Opportunities Fund, Ltd., Trian Partners Co-Investment Opportunities Fund, L.P. and HedgeServ (Cayman) Ltd.

[INTENTIONALLY LEFT BLANK]

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 20, 2019

TRIAN FUND

MANAGEMENT, L.P.

Trian Fund Management

By: GP, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN

Name: Edward P. Garden

Title: Member

TRIAN FUND

MANAGEMENT GP, LLC

By: /s/ EDWARD P.
GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS, L.P.

Trian Partners GP, L.P.,

By: its general partner

Trian Partners General

By: Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS
MASTER FUND, L.P.

By: Trian Partners GP, L.P.,
its general partner

By: Trian Partners General
Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
PARALLEL FUND I, L.P.

By: Trian Partners Parallel
Fund I General Partner,
LLC, its general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC
INVESTMENT FUND-A,
L.P.

By: Trian Partners Strategic
Investment Fund-A GP,
L.P., its general partner

By: Trian Partners Strategic
Investment Fund-A
General Partner, LLC, its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC
CO-INVESTMENT
FUND-A, L.P.

By: Trian Partners Strategic
Co-Investment Fund-A
GP, L.P., its general

partner

By: Trian Partners Strategic
Co-Investment Fund-A
General Partner LLC, its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC
INVESTMENT FUND-N,
L.P.

By: Trian Partners Strategic
Investment Fund-N GP,
L.P., its general partner

By: Trian Partners Strategic
Investment Fund-N
General Partner, LLC, its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC INVESTMENT
FUND II, L.P.

By: Trian Partners Strategic
Investment Fund II GP,
L.P., its general partner

By: Trian Partners Strategic
Investment Fund-II
General Partner, LLC, its
general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC INVESTMENT
FUND-D, L.P.

By: Trian Partners Strategic
Investment Fund-D GP,

L.P., its general partner

By: Trian Partners Strategic
Investment Fund-D
General Partner, LLC, its
general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS FUND
(SUB)-G, L.P.

By: Trian Partners Investment
Fund-G GP, L.P., its
general partner

By: Trian Partners Investment
Fund-G General Partner,
LLC, its general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC FUND-G II,
L.P.

Trian Partners Strategic
By: Fund-G II GP, L.P., its
general partner

Trian Partners Strategic
Fund-G II General
By: Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC FUND-G III,
L.P.

Trian Partners Strategic
By: Fund-G III GP, L.P., its
general partner

Trian Partners Strategic
Fund-G III General
By: Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
CO-INVESTMENT
OPPORTUNITIES FUND,
LTD.

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Director

TRIAN PARTNERS
STRATEGIC FUND-K, L.P.

Trian Partners Strategic
By: Fund-K GP, L.P., its
general partner

Triam Partners Strategic
By: Fund-K General Partner,
LLC, its general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC FUND-C, LTD.

By: /s/ EDWARD P.
GARDEN
Name: Edward. P. Garden
Title: Director

TRIAN PARTNERS SPV XI
GP, L.P.

Trian Partners SPV XI
By: General Partner, LLC, its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

/s/ NELSON PELTZ
Nelson Peltz

/s/ PETER W. MAY
Peter W. May

/s/ EDWARD P. GARDEN
Edward P. Garden

/s/ JOSHUA D. FRANK
Joshua D. Frank

Exhibit 8
March 12, 2019

Trian Partners Co-Investment Opportunities Fund, L.P.
c/o Trian Fund Management, L.P.
280 Park Avenue, 41st Floor
New York, NY 10017
Attention: Greg Essner
Telephone: (212) 451-3125

Re: Distribution in-Kind of shares of Sysco Corporation

Ladies and Gentlemen:

This agreement (this "Agreement") between Trian Partners Co-Investment Opportunities Fund, Ltd. (the "Trian Fund"), Trian Partners Co-Investment Opportunities Fund, L.P (the "Trian Partnership") and HedgeServ (Cayman) Ltd. (the "Administrator") is intended to create a written plan (the "Plan") with respect to certain distributions in-kind of shares of common stock (the "Shares") of Sysco Corporation (the "Company") by the Trian Partnership through the Trian Fund (collectively, the "Distribution"), in each case, pursuant to Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Second Amended and Restated Limited Partnership Agreement of the Trian Partnership dated as of January 18, 2018 (the "Partnership Agreement").

On March 12, 2019 the Trian Partnership, through its interest in the Trian Fund, will effect a withdrawal and distribution in-kind of a portion of the Shares that are allocated to the sub-accounts of each of the limited partners of 1. the Trian Partnership listed on Exhibit A hereto (the "Limited Partners"). Such initial distribution in-kind by the Trian Partnership will be completed in accordance with the applicable provisions of Section 5.04(A), as set forth on Exhibit B hereto.

On March 13, 2019, the Trian Fund, on behalf of the Trian Partnership, shall instruct the Trian Fund's prime broker 2. to deliver each Limited Partner's portion of the Shares to accounts designated, in writing, by such Limited Partners (the "Designated Accounts").

In accordance with Section 5.04 (A) of the Partnership Agreement, on March 19, 2019, following the close of regular hours trading on the New York Stock Exchange, the Administrator shall calculate the Final Volume Average Weighted Price of the Shares allocated to each sub-account of the Limited Partners in accordance with Section 5.4(A) of the Partnership Agreement. The Administrator shall use the Final Weighted Average Price of the Shares to determine the amount of the Carried Interest Distribution to be allocated to the General Partner in connection 3. with the Distribution and to determine the final number of remaining Shares to be distributed by the Trian Partnership, through the Trian Fund, to each Limited Partner in connection with the Distribution. Such number of Shares, less the amount of Shares previously distributed to each Limited Partner pursuant to paragraph 1 above (such amount, the "Net Shares"), shall be distributed by the Trian Fund to the Limited Partners in satisfaction of the redemption of such sub-accounts.

On March 20, 2019, the Trian Fund's prime broker shall be instructed to deliver each Limited Partner's Net Shares, 4. as determined by the Administrator, to such Limited Partner's Designated Account.

This Agreement, including the Plan, shall terminate on the date of the delivery of the Net Shares to the Designated 5. Accounts.

Each of the Trian Fund and the Trian Partnership acknowledges that it intends that any amendment, modification, 6. waiver or termination of this Agreement or the Plan shall be effected in accordance with the requirements for the amendment or termination of a "plan" as defined in Rule 10b5-1(c) under the Exchange Act.

It is the intent of the parties that this Agreement and the Plan comply with the requirements of Rule 7. 10b5-1(c)(1)(i)(B) of the Exchange Act, and the parties agree that this Agreement shall be interpreted to comply with the requirements of Rule 10b5-1(c).

8.

In connection with its acceptance of this Agreement, each of the Trian Fund and the Trian Partnership represents that:

- a. It is not entering into this Agreement "on the basis of" (as defined in Rule 10b5-1(c) of the Exchange Act) material nonpublic information regarding the Shares or the Company;
- b. It is entering into this Agreement in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1 or any other provision of any applicable federal, state or foreign securities laws or regulations;

It is aware that in order for this Agreement to constitute a plan pursuant to Rule 10b5-1(c), it must not enter into or

- c. alter a corresponding or hedging transaction with respect to any Transaction entered into pursuant to this Agreement; and

- d. Neither the Administrator nor any of its affiliates has advised the Trian Fund or the Trian Partnership with respect to any legal, regulatory, tax, accounting or economic consequences arising from this Plan or any Transactions.

Except as otherwise provided herein, any notice required or permitted by this Agreement will be deemed sufficient if in writing and if actually delivered or sent by certified mail (postage prepaid and return receipt requested), recognized courier service or facsimile (with confirmation receipt) addressed:

(a) If to the Trian Fund or the Trian Partnership, to:

c/o Trian Fund Management, L.P.
280 Park Avenue, 24th Floor
New York, NY 10017

Attention: Chief Financial Officer
Telephone: (212) 451-3125
Email: gessner@trianpartners.com

Attention: General Counsel
Telephone: (212) 451-3040
Email: srosen@trianpartners.com

(b) If to the Administrator, to:

HedgeServ (Cayman) Ltd.
4 Times Square, 8th Floor
New York, NY 10036
Attention: Justin Nadler
Telephone: (212) 920-3562
Email: jnadler@hedgeserv.com

This Agreement will be binding upon, and inure to the benefit of, the parties hereto and their respective successors and permitted assigns. No party to this Agreement may assign this Agreement without the written consent of the other parties, and any attempted assignment without consent shall be void.

This Agreement shall be governed by and construed in accordance with the laws of the State of New York (without regard to principles of conflict of laws). Except as otherwise set forth above, this Agreement represents the entire agreement and understanding between the parties concerning the matters set forth herein and supersedes all prior statements and agreements with respect thereto. It may be amended or modified only by a writing signed by each of the parties to this Agreement.

12. This Agreement may be executed in one or more counterparts, each of which shall be regarded as an original and all of which shall constitute one and the same document.

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Please confirm that the foregoing sets forth the agreement of the parties by signing and returning this Agreement to the Administrator, whereupon this shall constitute a binding agreement.

Very truly yours:

HEDGESERV
(CAYMAN), LTD.

By: /s/ JUSTIN
NADLER
Name: Justin Nadler
Title: Director

Acknowledge and agreed as of the date first set forth above

TRIAN PARTNERS CO-INVESTMENT OPPORTUNITIES FUND, LTD

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Director

TRIAN PARTNERS CO-INVESTMENT OPPORTUNITIES FUND, L.P.

By: Trian Partners Co-Investment Opportunities Fund GP, L.P.,
its general partner

By: Trian Partners Co-Investment Opportunities Fund General Partner, LLC,
its general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member