

SYSCO CORP

Form 3

August 31, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Frank Josh

(Last)

(First)

(Middle)

280 PARK AVENUE, 41ST
FLOOR

(Street)

NEW YORK, NY 10017

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/21/2015

3. Issuer Name and Ticker or Trading Symbol
SYSCO CORP [SYY]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and Expiration
Date
(Month/Day/Year)Date
Exercisable

Expiration Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Put-Call Option
(right and obligation to buy) Â (1)(2)(3) 06/08/2018(1)(2)(3) Common Stock 649,500 \$ 38.4468 I (4) (5) Please see explanation below (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frank Josh 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	<u>Â</u> X	<u>Â</u>	<u>Â</u>	<u>Â</u>
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	<u>Â</u> X	<u>Â</u>	<u>Â</u>	<u>Â</u>

Signatures

Daniel R. Marx, Attorney-in-Fact for Joshua D. Frank 08/31/2015
 Signature of Reporting Person Date

By: Daniel R. Marx, Attorney-in-Fact for Nelson Peltz, Member of the general partner of Trian Fund 08/31/2015
 Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Each of Trian Onshore, Trian Offshore, Strategic Fund-A, Coinvest Fund-A, Co-Investment Fund and SPV XI (each as defined below) (collectively, the "Trian Option Holders") have entered into a series of privately negotiated back-to-back call and put transactions (the "Options") with a counterparty through which they are entitled to the same economic gain or loss as if they had purchased the indicated shares. More specifically, these transactions represent call options pursuant to which, on or prior to June 8, 2018 (the "Exercise Date"), the applicable Trian Option Holder may acquire the number of shares set forth above at the exercise price set forth above (the "Exercise Price").

(2) (FN 2, contd.) These call options may be exercised at any time, in whole or in part, on or prior to the Exercise Date. Simultaneously with the purchase of each call option, the applicable Trian Option Holder also sold a put option to the counterparty for the same number of shares pursuant to which, if on the Exercise Date the call options have not been exercised by the applicable Trian Option Holder and the Exercise Price is greater than the closing price of the shares on the Expiration Date (the "Closing Price"), the counterparty may require the applicable Trian Option Holder to, at such person's election, either (i) pay the counterparty an amount in cash equal to the product of (a) the excess of the Exercise Price over the Closing Price and (b) the number of shares set forth above or (ii) acquire from the counterparty the number of shares set forth above at the Exercise Price.

(3) (FN 3, contd.) As part of these transactions, each of the Trian Option Holders pays the counterparty a financing fee based on the number of days that the Options that it holds are outstanding, which fee is calculated using a monthly rate equal to USD-FFR-OPEN (as displayed on Bloomberg Screen "FEDSOPEN" (as displayed on Bloomberg Screen "FEDSOPEN" [INDEX] [GO] or any successor pages) plus an applicable spread.

(4) Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Master Fund (ERISA), L.P. ("Trian ERISA"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I"), Trian Partners Strategic Investment Fund II, L.P. ("TPSIF II"), Trian Partners Strategic Investment Fund-A, L.P. ("Strategic Fund-A"), Trian Partners Strategic Co-Investment Fund-A, L.P. ("Coinvest Fund-A"), Trian

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Partners Strategic Investment Fund-N, L.P. ("Strategic Fund-N"), Trian Partners Strategic Investment Fund-D, L.P. ("Strategic Fund-D"), Trian Partners Fund (SUB)-G, L.P. ("Fund G"), Trian Partners Strategic Fund-G II, L.P. ("Strategic Fund-G II"), Trian Partners Strategic Fund G-III, L.P. ("Strategic Fund-G III"), Trian Partners Co-Investment Opportunities Fund, Ltd. ("Co-Investment Fund") and Trian SPV (Sub) XI, L.P. ("SPV XI" and collectively, the "Trian Entities")

- (5) (FN 4, contd.) and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. Frank is a limited partner of certain affiliates of the Trian Entities 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.

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Remarks:

1)Â DueÂ toÂ SECÂ limitationsÂ ofÂ 30Â linesÂ perÂ tableÂ thisÂ isÂ FormÂ 2Â ofÂ 2Â beingÂ filedÂ byÂ theÂ report

2)Â TheÂ sharesÂ whichÂ areÂ reportedÂ onÂ thisÂ FormÂ 3Â asÂ beingÂ indirectlyÂ heldÂ byÂ Mr.Â FrankÂ andÂ Tri

Remarks:

ExhibitÂ List:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ AttorneyÂ -Â JoshuaÂ D.Â Frank

ExhibitÂ 24.2Â -Â PowerÂ ofÂ AttorneyÂ -Â TrianÂ FundÂ Management,Â L.P.

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

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