

SYSCO CORP
Form SC 13D/A
June 14, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*
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.
Triam 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)

June 14, 2018
(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 42,561,703
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0
PERSON WITH 10 SHARED DISPOSITIVE POWER
42,561,703

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
42,561,703

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
8.17%*

14 TYPE OF REPORTING PERSON
IN

*Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 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 42,561,703
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0
PERSON WITH 10 SHARED DISPOSITIVE POWER
42,561,703

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
42,561,703

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
8.17%*

14 TYPE OF REPORTING PERSON
IN

*Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 42,561,703 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 42,561,703 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 42,561,703 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input type="checkbox"/> |
| | SHARES |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 8.17%* |
| 14 | TYPE OF REPORTING PERSON |
| | IN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | AF |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 42,561,703 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 42,561,703 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 42,561,703 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 8.17%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

| | |
|--------------|--|
| | NAME OF REPORTING PERSON |
| | Triam Fund Management GP, LLC |
| 1 | S.S. OR I.R.S. IDENTIFICATION |
| | NO. OF ABOVE PERSON |
| | 20-3454087 |
| 2 | CHECK THE APPROPRIATE BOX (a) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | AF |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 42,561,703 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 42,561,703 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 42,561,703 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 8.17%* |
| 14 | TYPE OF REPORTING PERSON |
| | OO |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

| | |
|--------------|---|
| | NAME OF REPORTING PERSON |
| | Trian Partners Master Fund (ERISA), |
| 1 | L.P. |
| | S.S. OR I.R.S. IDENTIFICATION |
| | NO. OF ABOVE PERSON |
| | 98-0682467 |
| 2 | CHECK THE APPROPRIATE BOX (a) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 0 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 0 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 0 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW |
| | (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.00%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 4,051,095 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 4,051,095 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 4,051,095 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.78%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

| | |
|--------------|---|
| | NAME OF REPORTING PERSON |
| | Triam 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 6,837,480 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 6,837,480 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 6,837,480 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 1.31%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 571,202 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 571,202 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 571,202 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.11%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

| | |
|--------------|---|
| | NAME OF REPORTING PERSON |
| | Trian 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 3,300,080 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 3,300,080 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 3,300,080 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW |
| | (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.63%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 649,500 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 649,500 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 649,500 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW |
| | (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.12%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 1,845,566 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 1,845,566 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 1,845,566 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW |
| | (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.35%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic Investment
 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 NUMBER OF
 SHARES
 BENEFICIALLY OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SOLE VOTING POWER
 0
 SHARED VOTING POWER
 2,480,104

9 SOLE DISPOSITIVE POWER
 0
 SHARED DISPOSITIVE POWER
 2,480,104

10 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 2,480,104

11 CHECK BOX IF THE
 AGGREGATE AMOUNT IN ROW
 (11) EXCLUDES CERTAIN [X]
 SHARES
 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 0.48%*

12 TYPE OF REPORTING PERSON
 PN

13

14

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 907,886 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 907,886 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 907,886 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW |
| | (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.17%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 221,605 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 221,605 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 221,605 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.04%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

| | |
|--------------|---|
| | NAME OF REPORTING PERSON |
| | Triam 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 780,375 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 780,375 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 780,375 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW |
| | (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.15%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

| | |
|--------------|---|
| | NAME OF REPORTING PERSON |
| | Triam 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 410,990 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 410,990 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 410,990 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW |
| | (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.08%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 9,856,931 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 9,856,931 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 9,856,931 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW |
| | (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 1.89%* |
| 14 | TYPE OF REPORTING PERSON |
| | OO |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

| | |
|--------------|---|
| | NAME OF REPORTING PERSON |
| | Trian SPV (Sub) XI, L.P. |
| 1 | S.S. OR I.R.S. IDENTIFICATION |
| | NO. OF ABOVE PERSON |
| | 47-4614163 |
| 2 | CHECK THE APPROPRIATE BOX (a) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 9,072,393 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 9,072,393 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 9,072,393 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 1.74%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 798,653 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 798,653 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 798,653 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.15%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

| | |
|--------------|---|
| | NAME OF REPORTING PERSON |
| | Triam Partners Strategic Fund-C, L.P. |
| 1 | S.S. OR I.R.S. IDENTIFICATION |
| | NO. OF ABOVE PERSON |
| | 81-3859925 |
| 2 | CHECK THE APPROPRIATE BOX (a) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 749,813 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 749,813 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 749,813 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.14%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, 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) <input type="checkbox"/> |
| | IF A MEMBER OF A GROUP (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF |
| | LEGAL PROCEEDINGS IS |
| | REQUIRED PURSUANT TO ITEMS <input type="checkbox"/> |
| | 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 | 4,657 |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |
| | 4,657 |
| | AGGREGATE AMOUNT |
| 11 | BENEFICIALLY OWNED BY |
| | EACH REPORTING PERSON |
| | 4,657 |
| 12 | CHECK BOX IF THE |
| | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN <input checked="" type="checkbox"/> |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY AMOUNT IN |
| | ROW (11) |
| | 0.00%* |
| 14 | TYPE OF REPORTING PERSON |
| | IN |

* Calculated based on 520,988,380 shares of Common Stock outstanding as of April 20, 2018, as reported in the Issuer's Form 10-Q.

This Amendment No. 5 ("Amendment No. 5") 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 filed on June 9, 2016 ("Amendment No. 3"), and as amended by Amendment No. 4 ("Amendment No. 4") filed on December 5, 2016 (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 2, 3, 4, 5 and 6 of the Schedule 13D are hereby amended as follows:

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and supplemented by adding the following information:

In connection with the liquidation of the fund, Trian ERISA has sold all of the Shares beneficially and directly owned by it. As a result, following this Amendment No. 5, Trian ERISA will no longer be a Reporting Person and references to the "Trian Group" shall no longer include Trian ERISA.

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:

Since the filing of Amendment No. 4, Strategic Fund-N and Strategic Fund-K have collectively purchased 889,561 Shares in the open market for an aggregate purchase price of \$47,783,561 (including commissions). In addition, on March 19, 2018 Strategic Fund-N exercised all of its Options (as defined below) to purchase 340,966 Shares for an aggregate exercise price of \$18,404,870. The source of funding for such transactions was the respective general working capital of the purchasers.

In connection with their service on the Issuer's Board of Directors, each of Messrs. Peltz and Frank received 225 Director Shares on December 30, 2016, 240 Director Shares on March 31, 2017, 250 Director Shares on June 30, 2017, 231 Director Shares on September 29, 2017, 204 Director Shares on December 29, 2017 and 208 Director Shares on March 30, 2018, in each case, in lieu of a portion of non-employee director annual cash retainer fees pursuant to the Sysco Corporation 2013 Long-Term Incentive Plan (the "2013 Plan"). In addition, each of Messrs. Peltz and Frank received matching grants from the Issuer equal to 50% of the amounts described above, and therefore received an additional 112 Director Shares on December 30, 2016, 120 Director Shares on March 31, 2017, 125 Director Shares on June 30, 2017, 115 Director Shares on September 29, 2017, 102 Director Shares on December 29, 2017, and 104 Director Shares on March 30, 2018. Finally, in connection with their service on the Issuer's Board of Directors, on November 16, 2017 each of Messrs. Peltz and Frank received from the Issuer 2,958 Restricted Shares pursuant to the 2013 Plan, all of which are scheduled to vest on the first anniversary of the grant date. Since the filing of Amendment No. 4, each of Messrs. Peltz and Frank have transferred a total of 9,358 Director Shares and vested Restricted Shares to Trian Management pursuant to the terms of the Director Fee Agreements described in Amendment No. 3.

Certain Shares held by the Trian Entities are held in the ordinary course of business with other investment securities owned by such Trian Entities in co-mingled margin accounts with a prime broker, which prime broker may, from time to time, extend margin credit to such Trian Entities, subject to applicable federal margin regulations, stock exchange rules and credit policies. Because other securities are held in Trian Entity margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase such Shares, and it may not be possible to determine the amounts of margin, if any, that could be used to purchase Shares in the future by the Trian Entities or any other funds,

accounts or investment vehicles managed by Trian Management.

Item 4. Purpose of Transaction

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

The sales of Shares by Reporting Persons reported in this Amendment No. 5 were done 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 June 14, 2018, the Reporting Persons beneficially owned (as that term is defined in Rule 13d-3), in the aggregate, 42,561,703 Shares, representing approximately 8.17% of the Issuer's outstanding Shares (calculated based on 520,988,380 Shares outstanding as of April 20, 2018, as reported in the Issuer's Annual Report on Form 10-Q for the fiscal quarter ended March 31, 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, SPV XI, Strategic Fund-K, Strategic Fund-C and Trian Management beneficially and directly owns and has sole voting power and sole dispositive power with regard to 4,051,095; 6,837,480; 571,202; 2,480,104; 3,300,080; 649,500; 1,845,566; 907,886; 221,605; 780,375; 410,990; 9,856,931; 9,072,393; 798,653; 749,813 Shares; and 18,716 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 1,699 Director Shares and 2,958 Restricted Shares, and Mr. Frank beneficially owns and has sole voting power and sole dispositive power with regard to 1,699 Director Shares and 2,958 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.

Each of Trian Management GP, Nelson Peltz, Peter W. May and Mr. Garden, by virtue of their relationships to Trian Management (discussed in Item 2 of this Schedule 13D), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own, the Shares that Trian Management directly and beneficially own. Each of Trian Management GP, Nelson Peltz, Peter W. May and Mr. Garden disclaims beneficial ownership of such Shares for all other purposes.

(c) Set forth below is a list of all 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 June 14, 2018. All such transactions in the table were effected in the open market. The prices set forth in the table do not include commissions.

| <u>Fund</u> | <u>Date</u> | <u>Shares</u> | <u>Price</u> | <u>Type</u> |
|----------------------------------|-------------|---------------|--------------|-------------|
| Trian Partners, L.P. | 6/12/2018 | 69,771 | \$ 66.15 | Sale |
| Trian Partners, L.P. | 6/13/2018 | 74,133 | \$ 66.12 | Sale |
| Trian Partners, L.P. | 6/14/2018 | 54,216 | \$ 66.17 | Sale |
| Trian Partners Master Fund, L.P. | 6/12/2018 | 733,153 | \$ 66.15 | Sale |
| Trian Partners Master Fund, L.P. | 6/13/2018 | 779,000 | \$ 66.12 | Sale |
| Trian Partners Master Fund, L.P. | 6/14/2018 | 568,666 | \$ 66.17 | Sale |

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

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

On September 18, 2017 and September 19, 2017, and as more fully described below, Strategic Fund-N entered into a series of privately negotiated back-to-back call and put transactions (the "Options") with UBS AG, as agent (the "Counterparty") through which it acquired beneficial ownership of an aggregate of 340,966 Shares and as a result of which Strategic Fund-N became subject to the same economic gain or loss as if it had purchased the underlying Shares. More specifically, these transactions represented call options pursuant to which, on or prior to March 18, 2019 (the "Exercise Date"), Strategic Fund-N could acquire an aggregate of 340,966 Shares at a fixed exercise price (the "Exercise Price"). These call options could 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, Strategic Fund-N 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 had not been exercised by Strategic Fund-N and the Exercise Price were greater than the closing price of the Shares on the Exercise Date (the "Closing Price"), the Counterparty could require Strategic Fund-N to, at Strategic Fund-N'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 applicable number of Shares or (ii) acquire from the Counterparty the applicable number of Shares at the Exercise Price. As part of these transactions, Strategic Fund-N paid the Counterparty a financing fee based on the number of days that the Options that it held were outstanding, which fee was calculated using a monthly rate equal to USD-FFR-OPEN (as displayed on Bloomberg Screen "FEDSOPEN" <INDEX> <GO> or any successor page) plus an additional spread. Until exercised, the Options did not give Strategic Fund-N direct or indirect voting, investment or dispositive control over the underlying Shares and did not require the Counterparty to acquire, hold, vote or dispose of any securities of the Issuer. As described further in Item 3 above, Strategic Fund-N exercised all of its Options on March 19, 2018.

The disclosures contained in Items 3 and 5 of this Amendment No. 5 are incorporated herein by reference.

[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: June 14, 2018

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 (ERISA)
L.P.

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

Trian Partners (ERISA)
By: General 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

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

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

TRIAN PARTNERS
PARALLEL FUND I, L.P.

Trian Partners Parallel
By: 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.

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

Trian Partners Strategic
Investment Fund-A
By: 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.

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

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

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

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

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

By: Trian Partners Strategic
Fund-G III General
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 SPV (SUB) XI, L.P.
By: Trian Partners SPV XI GP,
L.P., its general partner

Trian Partners SPV XI

By: General Partner, LLC, its
general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS
STRATEGIC FUND-K, L.P.

Trian Partners Strategic

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

Trian 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, L.P.

Trian Partners Strategic

By: Fund-C GP, L.P., its
general partner

Trian Partners Strategic

By: Fund-C 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