

SYSCO CORP
Form SC 13D/A
November 29, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)*
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)

November 28, 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

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER
 0

9 SHARED VOTING POWER
 28,303,308

10 SOLE DISPOSITIVE POWER
 0

11 SHARED DISPOSITIVE POWER
 28,303,308

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 28,303,308

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.45%*

14 TYPE OF REPORTING PERSON
 IN

*Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 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 28,303,308
 EACH 9 SOLE DISPOSITIVE POWER
 REPORTING 0
 PERSON WITH 10 SHARED DISPOSITIVE POWER
 28,303,308

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 28,303,308

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

13 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 5.45%*

14 TYPE OF REPORTING PERSON
 IN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 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) []
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

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER
0

9 SHARED VOTING POWER
28,303,308

10 SOLE DISPOSITIVE POWER
0

11 SHARED DISPOSITIVE POWER
28,303,308

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
28,303,308

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) []
5.45%

14 TYPE OF REPORTING PERSON
IN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
 Trian Fund Management, L.P.
 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

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER
 0

9 SHARED VOTING POWER
 27,813,742

10 SOLE DISPOSITIVE POWER
 0

11 SHARED DISPOSITIVE POWER
 27,813,742

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 27,813,742

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.35%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
Trian Fund Management GP, LLC
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
7 SOLE VOTING POWER
0
8 SHARED VOTING POWER
27,813,742
9 SOLE DISPOSITIVE POWER
0
10 SHARED DISPOSITIVE POWER
27,813,742
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
27,813,742
12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY AMOUNT IN
ROW (11)
5.35%*
14 TYPE OF REPORTING PERSON
OO

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
Trian Partners, L.P.
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
7 SOLE VOTING POWER
0
8 SHARED VOTING POWER
2,664,328
9 SOLE DISPOSITIVE POWER
0
10 SHARED DISPOSITIVE POWER
2,664,328
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
2,664,328
12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY AMOUNT IN
ROW (11)
0.51%*
14 TYPE OF REPORTING PERSON
PN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
 Trian Partners Master Fund, L.P.
 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 NUMBER OF SHARES
 BENEFICIALLY OWNED BY
 EACH REPORTING
 PERSON WITH

8 SOLE VOTING POWER
 0

9 SHARED VOTING POWER
 4,417,385

10 SOLE DISPOSITIVE POWER
 0

11 SHARED DISPOSITIVE POWER
 4,417,385

12 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 4,417,385

13 CHECK BOX IF THE
 AGGREGATE AMOUNT IN ROW
 (11) EXCLUDES CERTAIN]
 SHARES
 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 0.85%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
 Trian Partners Parallel Fund I, L.P.
 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

7 SOLE VOTING POWER
 0

8 SHARED VOTING POWER
 554,835

9 SOLE DISPOSITIVE POWER
 0

10 SHARED DISPOSITIVE POWER
 554,835

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 554,835

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

13 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 0.11%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic Investment
 Fund-A, L.P.

2 S.S. OR I.R.S. IDENTIFICATION
 NO. OF ABOVE PERSON
 27-4180625

3 CHECK THE APPROPRIATE BOX (a)]
 IF A MEMBER OF A GROUP (b)]

4 SEC USE ONLY
 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

9 SHARED VOTING POWER
 3,205,520

10 SOLE DISPOSITIVE POWER
 0

11 SHARED DISPOSITIVE POWER
 3,205,520

12 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 3,205,520

13 CHECK BOX IF THE
 AGGREGATE AMOUNT IN ROW
 (11) EXCLUDES CERTAIN]

14 SHARES
 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 0.62%*

15 TYPE OF REPORTING PERSON
 PN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic
 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

7 NUMBER OF SHARES
 BENEFICIALLY OWNED BY
 EACH REPORTING
 PERSON WITH

8 SOLE VOTING POWER
 0

9 SHARED VOTING POWER
 630,889

10 SOLE DISPOSITIVE POWER
 0

11 SHARED DISPOSITIVE POWER
 630,889

12 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 630,889

13 CHECK BOX IF THE
 AGGREGATE AMOUNT IN ROW
 (11) EXCLUDES CERTAIN SHARES
 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 0.12%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic Investment
 Fund-N, L.P.

2 S.S. OR I.R.S. IDENTIFICATION
 NO. OF ABOVE PERSON
 80-0958490

3 CHECK THE APPROPRIATE BOX (a)]
 IF A MEMBER OF A GROUP (b)]

4 SEC USE ONLY
 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

9 SHARED VOTING POWER
 1,792,683

10 SOLE DISPOSITIVE POWER
 0

11 SHARED DISPOSITIVE POWER
 1,792,683

12 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 1,792,683

13 CHECK BOX IF THE
 AGGREGATE AMOUNT IN ROW
 (11) EXCLUDES CERTAIN]

14 SHARES
 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 0.34%*

15 TYPE OF REPORTING PERSON
 PN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 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 SOLE VOTING POWER
 0

NUMBER OF
 SHARES
 BENEFICIALLY OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SHARED VOTING POWER
 2,409,038

9 SOLE DISPOSITIVE POWER
 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 [X]
 SHARES

13 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 0.46%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 519,787,613 shares of Common Stock outstanding as of October 12, 2018, as reported in the Issuer's Form 10-Q.