

TRIARC COMPANIES INC
Form POS AM
January 23, 2006

Registration No. 333-110719

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TRIARC COMPANIES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER
JURISDICTION OF
INCORPORATION OR
ORGANIZATION)

38-0471180
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

280 PARK AVENUE
NEW YORK, NEW YORK 10017
(212) 451-3000
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

BRIAN L. SCHORR
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
TRIARC COMPANIES, INC.
280 PARK AVENUE
NEW YORK, NEW YORK 10017
(212) 451-3000
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE
NUMBER
INCLUDING AREA CODE, OF REGISTRANT'S AGENT FOR SERVICE)

COPIES TO:

PAUL D. GINSBERG
RAPHAEL M. RUSSO
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-6064
(212) 373-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: This post-effective amendment deregisters the registrant's 5% convertible notes due 2023 and those shares of Class A common stock and Class B common stock, series 1 that are issuable upon conversion of such notes.

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If the only securities being registered on this form are being offered pursuant to dividend reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

THIS POST-EFFECTIVE AMENDMENT SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(C) OF THE SECURITIES ACT OF 1933, AS AMENDED, ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(C), MAY DETERMINE.

DEREGISTRATION OF SHARES

On May 19, 2003, Triarc Companies, Inc. issued and sold \$175,000,000 aggregate principal amount of its 5% convertible notes due 2023 in a private offering exempt from the registration requirements of the Securities Act of 1933, as amended. On June 19, 2003, Triarc filed a registration statement on Form S-3 (Registration No. 333-106273) for the purpose of registering the resale of the convertible notes and the 4,375,000 shares of Class A common stock issuable by Triarc upon conversion of such notes, which registration statement was thereafter declared effective by the Securities and Exchange Commission. As a result of the declaration of a special dividend paid in the form of shares of Class B common stock, series 1, the notes became convertible into shares of Class A common stock and Class B common stock, series 1. As a result, Triarc filed a registration statement on Form S-3 (Registration No. 333-110719) for the purpose of registering the resale of the convertible notes and the 4,375,000 shares of Class A common stock and 8,750,000 shares of Class B common stock, series 1 issuable by Triarc upon conversion of such notes, which registration statement was thereafter declared effective by the Securities and Exchange Commission.

Pursuant to the terms of the registration rights agreement that required Triarc to file a registration statement with respect to the convertible notes and the underlying shares of common stock, Triarc is no longer required to keep the registration statement effective. As a result, this Post-Effective Amendment No. 1 to the registration statement is being filed to deregister, as of the date hereof, any and all unsold convertible notes, up to and including the \$175,000,000 aggregate principal amount initially registered, and all 4,375,000

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shares of Class A common stock and 8,750,000 shares of Class B common stock, Series 1 initially registered. A similar post-effective amendment is being filed with respect to registration statement no. 333-106723.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 23, 2006.

TRIARC COMPANIES, INC.
(Registrant)

By: /s/ Nelson Peltz

Nelson Peltz
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below on January 23, 2006 by the following persons in the capacities indicated.

| SIGNATURE ----- | TITLES ----- |
|---|--|
| /s/ Nelson Peltz ----- Nelson Peltz | Chairman and Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Peter W. May ----- Peter W. May | President and Chief Operating Officer and Director (Principal Operating Officer) |
| * ----- Francis T. McCarron | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| * ----- Fred H. Schaefer | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) |
| * ----- Hugh L. Carey | Director |
| * ----- | Director |

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Clive Chajet

/s/ Edward P. Garden

Vice Chairman and Director

Edward P. Garden

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Director

Joseph A. Levato

/s/ Gregory H. Sachs

Director

Gregory H. Sachs

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Director

David E. Schwab II

*

Director

Raymond S. Troubh

*

Director

Gerald Tsai, Jr.

/s/ Russell V. Umphenour Jr.

Director

Russell V. Umphenour Jr.

/s/ Jack G. Wasserman

Director

Jack G. Wasserman

* By: /s/ Nelson Peltz

Nelson Peltz
Attorney-in-fact