

SYSCO CORP
Form 4/A
June 08, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
PELTZ NELSON

(Last) (First) (Middle)
280 PARK AVENUE, 41ST FLOOR
(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYSCO CORP [SYY]

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
06/07/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/03/2016		P	520,000	A \$ 48.7874 (1)	43,781,399	I (2) (3) Please see explanation below (2) (3)
Common Stock	06/06/2016		P	173,000	A \$ 48.8295 (4)	43,954,399	I (2) (3) Please see explanation below (2) (3)
Common Stock						5,276	D

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELTZ NELSON 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X			
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X			

Signatures

Daniel R. Marx, Attorney-in-Fact for Nelson Peltz 06/08/2016
__Signature of Reporting Person Date

By: Daniel R. Marx, Attorney-in-Fact for Nelson Peltz, member of the general partner of
 Trian Fund Management, L.P. 06/08/2016
__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$48.59 to \$48.91. The Reporting Person undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

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Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P., Triam Partners Master Fund, L.P., Triam Partners Master Fund (ERISA), L.P., Triam Partners Parallel Fund I, L.P., Triam Partners Strategic Investment Fund II, L.P., Triam Partners Strategic Investment Fund-A, L.P., Triam Partners Co-Investment Fund-A, L.P., Triam Partners Strategic Investment Fund-N, L.P., Triam Partners Strategic Investment Fund-D, L.P., Triam Partners Fund (SUB)-G, L.P., Triam Partners Strategic Fund-G II, L.P., Triam Partners Strategic Fund G-III, L.P., Triam Partners Co-Investment Opportunities Fund, Ltd., Triam SPV (Sub) XI, L.P. and Triam Partners Strategic Fund-K, L.P. (collectively, the "Triam Entities") and as such determines the investment and voting decisions of the Triam Entities with respect to the shares of the Issuer held by them.

(FN 2, contd.) Mr. Peltz is a member of Triam Fund Management GP, LLC, which is the general partner of Triam Management, and therefore is in a position to determine the investment and voting decisions made by Triam Management on behalf of the Triam Entities. Accordingly, Mr. Peltz and Triam Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3

- (3) under the Securities Exchange Act of 1934) the shares beneficially owned by the Triam Entities. 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. Peltz is a director of the Issuer.

The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$48.65 to \$49.00. The Reporting Person undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

Remarks:

This Form is being amended to change the Table I Transaction Codes reported on the original filing dated 06/07/2016 from "A

The shares which are reported on this filing as being indirectly held by Nelson Peltz and Triam Management through their relationship with the Triam Entities, and the transactions with respect to such shares, are also reported in the filings made by Joshua Frank and Triam Management, and represent the same shares and transactions.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. FONT> General Motors Company (the Reporting Person **Item 2 (b) Address of Principal Business Office or, if None, Residence:**

300 Renaissance Center

Detroit, Michigan 48265-3000

Item 2 (c) Citizenship: A Delaware corporation **Item 2 (d) Title of Class of Securities:** Common Stock, par value \$0.01 per share (Common Stock) **Item 2 (e) CUSIP Number:** 024061103 **Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b).** Not Applicable.

Item 4. Ownership.

Item 4 (a) Amount beneficially owned:

4,093,729.

Item 4 (b) Percent of class:

6.9%.

Item 4 (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0.

(ii) Shared power to vote or to direct the vote:

4,093,729.

(iii) Sole power to dispose or to direct the disposition of:

4,093,729.

(iv) Shared power to dispose or to direct the disposition of:

0.

The Reporting Person acquired Warrants for the purchase of 4,093,729 shares of Common Stock of the Issuer (the Warrants) on September 16, 2009. The Warrants are exercisable at any time prior to September 16, 2014, 5:00 p.m. New York City time, at an exercise price of \$2.76 per share. The exercise price and the number of shares issuable upon exercise of the warrants are subject to adjustment pursuant to that certain Warrant Agreement, dated as of September 16, 2009, by and between the Issuer and the Reporting Person (the Warrant Agreement).

Pursuant to the Warrant Agreement, the Reporting Person has agreed that, except for a limited period after any exercise of the Warrants before the 30th day preceding the Warrant expiration date, it will vote any shares of Common Stock acquired upon exercise of the Warrants (the Warrant Shares) proportionally with all other stockholders of the Issuer. In addition, pursuant to the terms of the Warrant Agreement, while the Reporting Person (or any of its affiliates) holds any Warrants or Warrant Shares, the Reporting Person has agreed that, among other things, neither it nor its affiliates will, without the prior written consent of the Issuer, (a) acquire, directly or indirectly, any securities if, following such acquisition, the Reporting Person and its affiliates would be the beneficial owners of more than 20% of the then outstanding Common Stock, or (b) seek, propose or take other action, whether by itself or with others, for the purpose of, directly or indirectly, influencing or controlling the management or policies of the Issuer.

Item 5. Ownership Of Five Percent or Less of A Class.

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On by The Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of

Explanation of Responses:

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the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

General Motors Company

By: /s/ Nick S. Cyprus

Name: Nick S. Cyprus

Title: Vice President, Controller and Chief Accounting Officer

Date: September 25, 2009
DETROIT.3816979.3