

RECD S.E.C.  
JUN 28 2002  
1086

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



FORM 11-K

(Mark One)

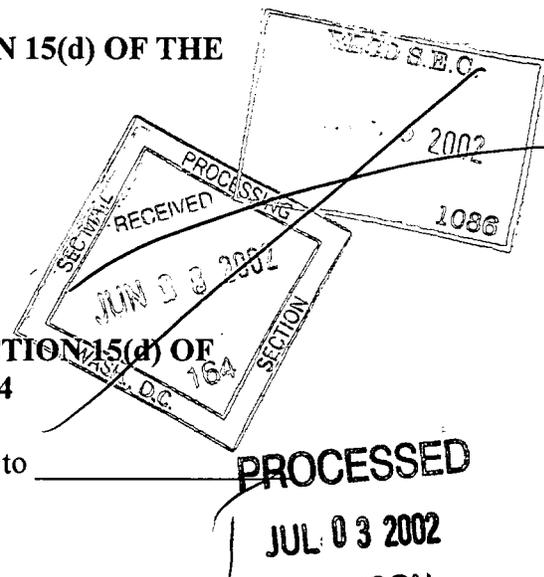
ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_



Commission File No. 1-8116

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Wendy's International, Inc. Profit Sharing and Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Wendy's International, Inc.  
P.O. Box 256  
4288 West Dublin-Granville Road  
Dublin, Ohio 43017

## REQUIRED INFORMATION

The following financial statements and schedules for the Wendy's International, Inc. Profit Sharing and Savings Plan are being filed herewith:

<u>Description</u>	<u>Page No.</u>
Report of Independent Accountants	Page 5
Statements of Net Assets Available for Benefits as of December 31, 2001 and December 31, 2000	Page 6
Statements of Changes in Net Assets Available for Benefits for the year ended December 31, 2001	Page 7
Notes to the Financial Statements	Page 8 through Page 11
Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2001	Page 12

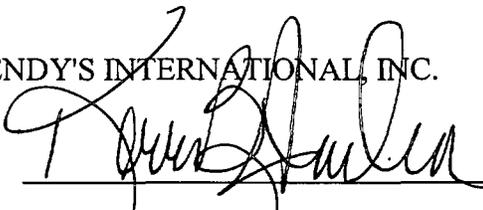
The following exhibit is being filed herewith:

<u>Exhibit No.</u>	<u>Description</u>	<u>Page No.</u>
1	Consent of Independent Accountants	Page 14

## SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the persons administering the Plan have caused this annual report to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Dublin, State of Ohio, on the 27th day of June, 2002.

WENDY'S INTERNATIONAL, INC.

By: 

Print Name: Kerri B. Anderson

Executive Vice President &  
Title: Chief Financial Officer

# Wendy's International, Inc. Profit Sharing and Savings Plan

## Index of Financial Statements December 31, 2001 and 2000

---

	<u>Page</u>
Report of Independent Accountants	1
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2001 and December 31, 2000	2
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2001 and December 31, 2000	3
Notes to Financial Statements	4
Supplemental Schedule:	
Item 4i—Schedule of Assets (Held at End of Year) as of December 31, 2001	8

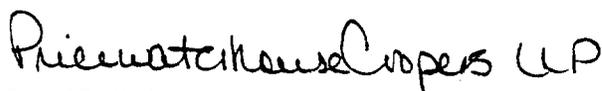
PricewaterhouseCoopers LLP  
Suite 2100  
100 East Broad Street  
Columbus OH 43215  
Telephone (614) 225 8700  
Facsimile (614) 224 1044

**Report of Independent Accountants**

To the Retirement Committee of  
Wendy's International, Inc. Crew Profit Sharing Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Wendy's International, Inc. Crew Profit Sharing Plan (the "Plan") at December 31, 2001 and December 31, 2000, and the changes in net assets available for benefits for the year ended December 31, 2001 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

  
June 18, 2002

## Wendy's International, Inc. Profit Sharing and Savings Plan

### Statements of Net Assets Available for Benefits As of December 31, 2001 and 2000

	2001	2000
<b>Assets</b>		
Cash and cash equivalents		
Money market fund	\$ -	\$ 531,804
<b>Investments</b>		
Investments at fair value		
Mutual funds	57,084,094	42,350,545
Investment in sponsor company common stock	3,039,402	3,289,020
Participant loans	3,601,447	3,321,254
	<u>63,724,943</u>	<u>48,960,819</u>
Investment at contract value		
Investment contract with insurance company	11,953,932	11,311,442
	<u>11,953,932</u>	<u>11,311,442</u>
Total investments	<u>75,678,875</u>	<u>60,272,261</u>
<b>Receivables</b>		
Participant contributions	560,601	269,103
Employer contributions	219,421	2,200,000
Interest and dividends receivable	-	187,136
	<u>780,022</u>	<u>2,656,239</u>
Total receivables	<u>780,022</u>	<u>2,656,239</u>
Total assets	<u>76,458,897</u>	<u>63,460,304</u>
<b>Liabilities</b>		
Accrued expenses	82,739	131,536
Due to broker for securities purchased	78,247	75,893
	<u>160,986</u>	<u>207,429</u>
Total liabilities	<u>160,986</u>	<u>207,429</u>
Net assets available for benefits	<u>\$ 76,297,911</u>	<u>\$ 63,252,875</u>

The accompanying notes are an integral part of these financial statements.

## Wendy's International, Inc. Profit Sharing and Savings Plan

### Statements of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2001

---

	2001
<b>Additions to net assets attributed to</b>	
Investment income	
Interest and dividends	<u>\$ 2,360,588</u>
Contributions	
Participant	13,503,377
Employer	<u>6,693,418</u>
	20,196,795
Total additions	<u>22,557,383</u>
<b>Deductions from net assets attributed to</b>	
Benefits paid to participants	4,216,557
Administrative expenses	204,562
Net depreciation in fair value of investments	5,091,228
Loss from master trust	<u>-</u>
Total deductions	<u>9,512,347</u>
Net additions	13,045,036
Net assets available for benefits, beginning of year	<u>63,252,875</u>
Net assets available for benefits, end of year	<u>\$ 76,297,911</u>

The accompanying notes are an integral part of these financial statements.

# Wendy's International, Inc. Profit Sharing and Savings Plan

## Notes to Financial Statements December 31, 2001 and 2000

---

### 1. Summary of Significant Accounting Policies

The following is a summary of significant accounting policies followed in the preparation of the financial statements. The policies conform to accounting principles generally accepted in the United States of America and have been consistently applied.

#### **Contributions to the Plan**

Contributions from participants and company matching contributions are recorded on a weekly basis as the employer makes authorized payroll deductions from the Wendy's International, Inc. Profit Sharing and Savings Plan (the "Plan") participants' pay.

#### **Payment of Benefits**

Benefits are recorded when paid.

#### **Allocation Provisions**

Upon enrollment in the Plan, participants may direct the investment of their accounts in any one or more specified investments. Effective January 1, 2001, these investment options included the following:

*Stable Value Fund:* The fund includes a Metlife Guaranteed Investment Contract from the Stable Value Fixed Income Fund (until contract maturity in 2003) and invests in the Managed Income Portfolio, a stable value fund managed by the Fidelity Management Trust Company. The Managed Income Portfolio invests in guaranteed investment contracts offered by insurance companies and other approved financial institutions.

*Wendy's International, Inc. common stock.*

*Mutual Funds:* Participants have 14 different mutual funds to select from with varying degrees of investment risk.

Participants are given the opportunity to change both the allocation percentages of future contributions within the investment funds and the allocation of existing balances.

On a daily basis, a participant's account is allocated a portion of earnings and appreciation (depreciation) in the fair value of investments of the fund or funds in which the participant's account is invested. The allocation is based on the number of units assigned to each participant. New units are assigned to participants based on the dollar amount of their addition to the fund in relation to the unit value on that day.

#### **Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates affect the net assets available for benefits and disclosure of contingent items affecting the net assets available for benefits at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting periods. While management applies its judgment based on assumptions believed to be reasonable under the circumstances, actual results could vary from these assumptions. It is possible that materially different amounts would be reported using different assumptions.

# Wendy's International, Inc. Profit Sharing and Savings Plan

## Notes to Financial Statements December 31, 2001 and 2000

---

### Basis of Accounting

The financial statements have been prepared under the accrual method of accounting.

### 2. Description of Plan

The Plan is a contributory defined contribution plan that covers all eligible management and administrative employees of the Company and certain subsidiaries that have adopted the Plan. Each participant is fully vested in his or her contributions (and related account balances) to the Plan. The 401(k) feature of the Plan allows eligible participants to contribute from 1% to 15% of their pretax compensation (as restricted by applicable Internal Revenue Service (IRS) limitations). The Plan permits loans to participants subject to IRS limitations, withdrawals at age 59½ and older, and rollovers from other qualified plans.

Effective January 1, 2001, the Plan was amended to permit participants to contribute to the Plan without requiring contributions to first be made to the Wendy's International, Inc. Pension Plan. In addition, the Company began to match 100% of a participant's contribution up to 3% of the participant's salary and 50% of a participant's contribution between 3% and 5% of the participant's salary. Participants will be eligible to contribute to the Plan beginning on their date of hire, regardless of age or service, and will be eligible to receive matching contributions from the Company after the quarterly entry date upon attaining one year of service and 21 years of age. Under the amended Plan, participants will always be 100% vested in their contributions and the company match, as well as, any earnings.

The Company amended the Plan again in 2001, effective May 2, 2001, which allowed forfeitures to be used to pay plan expenses and to create a reasonable reserve for future expected forfeiture restorations. This was in addition to the previously approved use of forfeitures, which included restoration of prior forfeitures and adjusting participant's accounts. Any excess forfeiture will be allocated to match eligible participants with 1,000 or more hours of service in the plan year and who are employed on the last day of such plan year. Nonvested forfeitures were \$154,893 and \$92,020 during 2001 and 2000, respectively. In 2001, there were no excess forfeitures to reallocate.

Active participants may borrow up to 50% of their vested account balance from their fund accounts with a minimum loan of \$1,000 and a maximum loan of \$50,000 reduced by the highest outstanding loan balance over the last 12 months. Subject to these limitations, participants may have two loans outstanding at one time. Loan transactions are treated as a transfer from the investment funds in which the participant's fund accounts are invested at the time of the loan to the participant loan account. Loan terms range from 1 to 5 years or up to 15 years for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at a rate of prime plus 1%. The rate is changed quarterly and the prime rate used for a quarter is the prime rate on the last business day of the previous quarter. Principal and interest are paid through weekly or bi-weekly payroll deductions.

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). In the event of a termination of the Plan, participants will become fully vested in their accounts. The net assets of the Plan as of the date of the termination would be distributed to the participants

# Wendy's International, Inc. Profit Sharing and Savings Plan

## Notes to Financial Statements December 31, 2001 and 2000

based on their adjusted balances as of that date. The Company also has the right under the Plan to discontinue its contributions at any time.

Information regarding the eligibility, vesting, benefits and allocation provisions of the Plan is available in the Summary Plan Description of the Wendy's International, Inc. Profit Sharing and Savings Plan. Refer to Note 7 for a description of recent amendments to the Plan.

### 3. Investments

The following investments represent 5% or more of the Plan's net assets at December 31:

	2001	2000
Fidelity Freedom Income Fund	\$ 5,426,405	\$ -
Fidelity Asset Manager Fund	14,549,286	13,468,562
Spartan U.S. Equity Index Fund	24,307,395	25,915,856
MetLife Guaranteed Investment Contract at 5.68%	11,953,932	11,311,442
Fidelity Managed Income Portfolio	4,148,003	-
Wendy's International, Inc. Common Stock	-	3,289,020

During the period January 1, 2001 through December 31, 2001 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) depreciated in value by \$5,091,228 as follows:

Mutual Funds	\$(5,369,716)
Common Stock	278,488
Total net depreciation	<u>\$(5,091,228)</u>

Cash equivalents include short-term, highly liquid investments with original term to maturity of 90 days or less. Cost approximates fair value.

Quoted market prices are used to value investments except for the Plan's guaranteed investment contract and participant loans. Loans to participants are valued at cost, which approximates fair value. Purchases and sales of investments are recorded on a trade-date basis, with realized gains (losses) on the sales of investments based on the average cost method. Income is recorded on the accrual basis.

### 4. Guaranteed Investment Contracts

The Guaranteed Investment Contract Alternative with MetLife is fully benefit responsive and is valued at the contract value. Contract value represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses. The contract provides for a guaranteed rate of return on principal at a fixed annual rate of 5.68%. The contract expires in May 2003, at which time the balance will transfer to the Fidelity Managed Income Portfolio. No new contributions will be made to the contract. The fair value of the contract approximates contract value.

# Wendy's International, Inc. Profit Sharing and Savings Plan

## Notes to Financial Statements December 31, 2001 and 2000

---

### 5. Transactions with Parties-in-Interest

The expenses of the Plan's trustee, investment managers and any expenses incurred with regard to the purchase or sale of securities are borne by the Plan. Other accounting, legal and administrative services are not reflected in the financial statements. These services are provided by the Company without charge to the Plan. However, in certain circumstances, funds related to lost participants and forfeitures may be used to pay these Plan expenses.

Certain plan investments are shares of mutual funds managed by the trustee and investment manager and therefore qualify as party-in-interest transactions.

### 6. Income Tax Status

The IRS has determined and informed the Company, by a letter dated September 25, 1996, that the Plan constitutes a "qualified" plan under section 401(a) of the Internal Revenue Code (IRC) and that the Plan's trust is therefore exempt from federal income tax under section 501(a) of said code. The Plan has been amended since receiving the favorable determination letter. The Company submitted an amended and restated plan document to the IRS on February 25, 2002, in anticipation of receiving a favorable determination letter. The Plan has not yet received a letter from the IRS stating an opinion on this Plan as of June 18, 2002. However, the Plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC and that the Plan's tax exempt status has been maintained.

### 7. Plan Amendments Effective For 2002

During 2001, the Company reviewed the benefits provided by the Plan and amended the Plan on December 26, 2001 to comply with the Economic Growth and Tax Relief Reconciliation Act of 2001. The Plan was amended to change the compensation definitions to specifically include qualified transportation fringe benefits, raise the compensation limit to \$200,000 for future years, raise the 415(c) contributions limits, allow rollover distributions from the Plan into 457(b) and 403(b) plans, eliminate the 5-year look-back rule and change the key employee definition. In addition, the Plan was amended to eliminate the "multiple use test" for future testing years and raise the employee deferral contribution levels from 15% to 25% and the maximum deferral to the dollar limitation under Code section 402(g). The Plan was also amended to permit rollover contributions into the Plan as permitted by law. The Plan may now accept "roll-ins" from any IRA, and from most plans sponsored by profit and not-for-profit companies. These amendments were effective January 1, 2002.

## Wendy's International, Inc. Profit Sharing and Savings Plan

### Schedule H Item 4i—Schedule of Assets (Held at End of Year) As of December 31, 2001

(a)	(b) Identity of Issuer Borrower, Lessor or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
*	Wendy's International, Inc.	105,439 Common Shares	\$ 3,039,402
	Participant Loans	Various; interest rates ranging from 7.00% to 10.50%	3,601,447
*	Fidelity	Asset Manager Fund	14,549,286
*	Fidelity	Freedom Income Fund	5,426,405
*	Fidelity	Spartan Total Market Index Fund	978,369
*	Fidelity	Spartan U.S. Equity Index Fund	24,307,395
*	Fidelity	Equity Income Fund	949,995
*	Fidelity	Blue Chip Growth Fund	1,693,121
*	Fidelity	Diversified International Fund	484,966
*	Fidelity	Freedom 2000 Fund	98,097
*	Fidelity	Freedom 2010 Fund	915,100
*	Fidelity	Freedom 2020 Fund	1,104,823
*	Fidelity	Freedom 2030 Fund	546,286
*	Fidelity	Freedom 2040 Fund	184,858
	Pimco	Total Return Fund	1,354,510
	Alger	Small Cap Retirement Fund	342,880
	Metlife	Metlife Guaranteed Investment Contract, at contract value, 5.68%	11,953,932
*	Fidelity	Managed Income Portfolio	4,148,003

\* Identifies a party-in-interest to the Plan.

Note: Column (d) was excluded as it was not applicable.

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>	<u>Page No.</u>
1	Consent of Independent Accountants	Page 14

### **Consent of Independent Accountants**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 33-57913) of Wendy's International, Inc. of our report dated June 18, 2002 relating to the financial statements of the Wendy's International, Inc. Profit Sharing and Savings Plan at December 31, 2001 and 2000 and for the years then ended, which appears in this Form 11-K.

*PricewaterhouseCoopers LLP*

Columbus, Ohio  
June 26, 2002