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TRIARC COMPANIES INC
Form POS AM
March 01, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 1, 2004

Registration No. 333-48082

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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:

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RAPHAEL M. RUSSO
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NEW YORK, NY 10019-6064
(212) 373-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: This
post-effective amendment deregisters those shares of the registrant's Class A
common stock that were to be delivered from time to time to the holders of the

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registrant's zero coupon convertible subordinated debentures due 2018 upon conversion thereof by those holders.

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 October 17, 2000, Triarc Companies, Inc. filed this registration statement on Form S-3 for the purpose of registering shares of Triarc's Class A common stock that were to be delivered from time to time to the holders of Triarc's zero coupon convertible subordinated debentures due 2018 upon conversion thereof by those holders. On or about November 13, 2000, the Securities and Exchange Commission declared this registration statement, as amended, effective.

Pursuant to the terms of the registration rights agreement that required Triarc to file this registration statement, 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, all of the 3,407,400 shares of Class A common stock initially registered, none of which were sold pursuant to the registration statement.

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

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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 March 1, 2004.

TRIARC COMPANIES, INC.
(Registrant)

By: /s/ Brian L. Schorr

Brian L Schorr
Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below on March 1, 2004 by the following persons in the capacities indicated.

| SIGNATURE ----- | TITLES ----- |
|---|---|
| Director | |
| * ----- Nelson Peltz | Chairman and Chief Executive Officer and Director (Principal Executive Officer) |
| * ----- Peter W. May | President and Chief Operating Officer and Director (Principal Operating Officer) |
| /s/ Francis T. McCarron ----- Francis T. McCarron | Senior 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 |
| * ----- Clive Chajet | Director |
| * ----- Joseph A. Levato | Director |

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* Director

David E. Schwab II

* Director

Raymond S. Troubh

* Director

Gerald Tsai, Jr.

* By: /s/ Brian L. Schorr

Brian L. Schorr
Attorney-in-fact