

SYSCO CORP  
Form SC 13D/A  
September 02, 2015

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

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)

August 31, 2015  
(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).

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1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Nelson Peltz		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		42,061,438	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		42,061,438	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	42,061,438		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	7.07%*		
14	TYPE OF REPORTING PERSON		
	IN		

\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended June 27, 2015 (the "Form 10-K").

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Peter W. May		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		42,061,438	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		42,061,438	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	42,061,438		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	7.07%*		
14	TYPE OF REPORTING PERSON		
	IN		

\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Edward P. Garden		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		42,061,438	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		42,061,438	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	42,061,438		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	7.07%*		
14	TYPE OF REPORTING PERSON		
	IN		

\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

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 IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		42,061,438	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		42,061,438	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	42,061,438		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	7.07%*		
14	TYPE OF REPORTING PERSON		
	PN		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

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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 IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		42,061,438	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		42,061,438	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	42,061,438		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	7.07%*		
14	TYPE OF REPORTING PERSON		
	OO		

\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

1	NAME OF REPORTING PERSON		
	Trian Partners Master Fund (ERISA), L.P.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	98-0682467		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		372,314	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		372,314	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	372,314		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.06%*		
14	TYPE OF REPORTING PERSON		
	PN		

\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.



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 IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		5,770,526	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		5,770,526	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,770,526		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.97%*		
14	TYPE OF REPORTING PERSON		
	PN		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

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 IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		12,196,725	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		12,196,725	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	12,196,725		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	2.05%*		
14	TYPE OF REPORTING PERSON		
	PN		

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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 IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		571,202	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		571,202	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	571,202		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.10%*		
14	TYPE OF REPORTING PERSON		
	PN		

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1	NAME OF REPORTING PERSON		
	Trian Partners Strategic Investment Fund-A, L.P.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	27-4180625		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		3,300,080	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		3,300,080	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,300,080		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.55%*		
14	TYPE OF REPORTING PERSON		
	PN		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

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 IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		649,500	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		649,500	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	649,500		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.11%*		
14	TYPE OF REPORTING PERSON		
	PN		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

1 NAME OF REPORTING PERSON  
 Trian Partners Strategic Investment Fund-N, L.P.  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 80-0958490

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (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	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		900,653
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		900,653

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 900,653

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.15%\*

14 TYPE OF REPORTING PERSON  
 PN

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

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 IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		1,479,143	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		1,479,143	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,479,143		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.25%*		
14	TYPE OF REPORTING PERSON		
	PN		

\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

1	NAME OF REPORTING PERSON		
	Trian Partners Strategic Investment Fund-D, L.P.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	98-1108184		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		708,886	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		708,886	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	708,886		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.12%*		
14	TYPE OF REPORTING PERSON		
	PN		

\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.



1	NAME OF REPORTING PERSON		
	Trian Partners Fund (Sub)-G, L.P.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	90-1035117		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	NUMBER OF SHARES	8	SHARED VOTING POWER
	BENEFICIALLY OWNED BY		221,605
	EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
	WITH		0
		10	SHARED DISPOSITIVE POWER
			221,605
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	221,605		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.04%*		
14	TYPE OF REPORTING PERSON		
	PN		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

1	NAME OF REPORTING PERSON		
	Trian Partners Strategic Fund-G II, L.P.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	46-5509975		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		600,414	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		600,414	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	600,414		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.10%*		
14	TYPE OF REPORTING PERSON		
	PN		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

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1	NAME OF REPORTING PERSON		
	Trian Partners Strategic Fund-G III, L.P.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	47-2121971		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		410,990	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		410,990	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	410,990		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.07%*		
14	TYPE OF REPORTING PERSON		
	PN		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

1	NAME OF REPORTING PERSON		
	Trian Partners Co-Investment Opportunities Fund, Ltd.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	98-1207836		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		5,807,007	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		5,807,007	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,807,007		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.98%*		
14	TYPE OF REPORTING PERSON		
	OO		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

1	NAME OF REPORTING PERSON		
	Trian SPV (Sub) XI, L.P.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	47-4614163		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		9,072,393	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		9,072,393	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	9,072,393		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	1.52%*		
14	TYPE OF REPORTING PERSON		
	PN		

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\*Calculated based on 594,917,977 shares of Common Stock outstanding as of August 13, 2015, as reported in the Issuer's Form 10-K.

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on August 14, 2015, as amended by Amendment No. 1 (“Amendment No. 1”) filed on August 20, 2015 (as amended by Amendment No. 1, the “Schedule 13D”) relating to the Common Stock, par value \$1.00 per share (the “Shares”), of Sysco Corporation, a Delaware corporation (the “Issuer”). The address of the principal executive office of the Issuer is 1390 Enclave Parkway, Houston, Texas 77077-2099.

Capitalized terms not defined herein shall have the meaning ascribed to them in the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

Items 3, 4, 5 and 6 of the Schedule 13D are hereby amended and supplemented as follows:

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On August 31, 2015, Trian Onshore, Trian Offshore, Strategic Fund-A, Co-Investment Fund and SPV XI exercised all of their respective Options to purchase Shares for an aggregate exercise price of \$687,869,577. (See Schedule A to the Original Schedule 13D for additional detail regarding the Options.) The source of funding for such transactions was the general working capital of Trian Onshore, Trian Offshore, Strategic Fund-A, Co-Investment Fund and SPV XI, respectively.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The purpose of the transactions effected on August 31, 2015 was to exercise Options held by Trian Onshore, Trian Offshore, Strategic Fund-A, Co-Investment Fund and SPV XI and acquire Shares of the Issuer.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a) As of 4:00 pm, New York City time, on September 1, 2015, the Reporting Persons beneficially owned, in the aggregate, 42,061,438 Shares, representing approximately 7.07% of the Issuer’s outstanding Shares (calculated based on 594,917,977 Shares outstanding as of August 13, 2015, as reported in the Issuer’s Annual Report on Form 10-K for the fiscal year ended June 27, 2015). Such Shares include an aggregate of 41,411,938 Shares beneficially owned by the Reporting Persons through direct ownership of the Shares representing approximately 6.96% of the Issuer’s outstanding Shares, and an additional 649,500 Shares underlying the remaining Options held by the Reporting Persons representing approximately 0.11% of the Issuer’s outstanding Shares.

(c) The transactions described in Item 3 herein, which are incorporated by reference into this Item 5(c), describe all of the transactions in the Shares and Options that were effected since the filing of Amendment No. 1 by the Reporting Persons, inclusive of all transactions effected through 4:00 p.m., New York City time, on September 1, 2015. The transactions described in Item 3 were affected in privately negotiated transactions with each Counterparty.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended and supplanted by adding the following information:

The disclosures in Items 3 and 5 above are incorporated herein by reference.

[INTENTIONALLY LEFT BLANK]

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SIGNATURE

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

Dated: September 2, 2015

TRIAN FUND MANAGEMENT, L.P.

By: Trian Fund Management GP, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN FUND MANAGEMENT GP, LLC

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS, L.P.

By: Trian Partners GP, L.P., its general partner

By: Trian Partners General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS MASTER FUND (ERISA) L.P.

By: Trian Partners (ERISA) GP, L.P., its general partner

By: Trian Partners (ERISA) General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member



TRIAN PARTNERS MASTER FUND, L.P.

By: Trian Partners GP, L.P., its general partner

By: Trian Partners General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS PARALLEL FUND I, L.P.

By: Trian Partners Parallel Fund I General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT FUND-A, L.P.

By: Trian Partners Strategic Investment Fund-A GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-A General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC CO-INVESTMENT FUND-A, L.P.

By: Trian Partners Strategic Co-Investment Fund-A GP, L.P., its general partner

By: Trian Partners Strategic Co-Investment Fund-A General Partner LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT FUND-N, L.P.

By: Trian Partners Strategic Investment Fund-N GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-N General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title:

Member

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TRIAN PARTNERS STRATEGIC INVESTMENT FUND II, L.P.

By: Trian Partners Strategic Investment Fund II GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-II General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN  
Name: Edward P. Garden  
Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT FUND-D, L.P.

By: Trian Partners Strategic Investment Fund-D GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-D General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN  
Name: Edward P. Garden  
Title: Member

TRIAN PARTNERS FUND (SUB)-G, L.P.

By: Trian Partners Investment Fund-G GP, L.P., its general partner

By: Trian Partners Investment Fund-G General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN  
Name: Edward P. Garden  
Title: Member

TRIAN PARTNERS STRATEGIC FUND-G II, L.P.

By: Trian Partners Strategic Fund-G II GP, L.P., its general partner

By: Trian Partners Strategic Fund-G II General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN  
Name: Edward P. Garden  
Title: Member

TRIAN PARTNERS STRATEGIC FUND-G III, L.P.

By: Trian Partners Strategic Fund-G III GP, L.P., its general partner

By: Trian Partners Strategic Fund-G III General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN  
Name: Edward P. Garden  
Title: Member



TRIAN PARTNERS CO-INVESTMENT OPPORTUNITIES FUND,  
LTD.

By: /s/ EDWARD P. GARDEN  
Name: Edward P. Garden  
Title: Director

TRIAN SPV (SUB) XI, L.P.

By: Trian Partners SPV XI GP, L.P., its general partner

By: Trian Partners SPV XI General Partner, LLC, its general  
partner

By: /s/ EDWARD P. GARDEN  
Name: Edward P. Garden  
Title: Member

/s/NELSON PELTZ  
Nelson Peltz

/s/PETER W. MAY  
Peter W. May

/s/EDWARD P. GARDEN  
Edward P. Garden