

SYSCO CORP  
Form SC 13D/A  
March 20, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 8)\*  
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, 41<sup>st</sup> Floor  
New York, New York 10017  
Tel. No.: (212) 451-3000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 19, 2019  
(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 (a)   
 IF A MEMBER OF A GROUP (b)

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)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION  
 United States

NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED BY 23,671,603  
 EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0  
 PERSON WITH 10 SHARED DISPOSITIVE POWER  
 23,671,603

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 23,671,603

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

13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 4.61%\*

14 TYPE OF REPORTING PERSON  
 IN

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\*Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended December 29, 2018 (the "Form 10-Q").

1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION  
 NO. OF ABOVE PERSON  
 Peter W. May

2 CHECK THE APPROPRIATE BOX (a)   
 IF A MEMBER OF A GROUP (b)

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)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION  
 United States

NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED BY 23,671,603  
 EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0  
 PERSON WITH 10 SHARED DISPOSITIVE POWER  
 23,671,603

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 23,671,603

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

13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 4.61%\*

14 TYPE OF REPORTING PERSON  
 IN

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\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION  
 NO. OF ABOVE PERSON  
 Edward P. Garden

2 CHECK THE APPROPRIATE BOX (a)   
 IF A MEMBER OF A GROUP (b)

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)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION  
 United States

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 23,671,603

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 23,671,603

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 23,671,603

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 4.61%

14 TYPE OF REPORTING PERSON  
 IN

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\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)   
 IF A MEMBER OF A GROUP (b)   
 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)  
 6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION  
 Delaware  
 7 SOLE VOTING POWER  
 0  
 8 SHARED VOTING POWER  
 23,175,689  
 9 SOLE DISPOSITIVE POWER  
 0  
 10 SHARED DISPOSITIVE POWER  
 23,175,689  
 11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 23,175,689  
 12 CHECK BOX IF THE  
 AGGREGATE AMOUNT IN ROW  
 (11) EXCLUDES CERTAIN   
 SHARES  
 13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 4.51%\*  
 14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)  ]  
IF A MEMBER OF A GROUP (b)  ]

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)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Delaware

7 NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON WITH

8 SOLE VOTING POWER  
0

9 SHARED VOTING POWER  
23,175,689

10 SOLE DISPOSITIVE POWER  
0

11 SHARED DISPOSITIVE POWER  
23,175,689

12 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
23,175,689

13 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  ]  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
4.51%\*

14 TYPE OF REPORTING PERSON  
OO

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\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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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 (a)   
 IF A MEMBER OF A GROUP (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 NUMBER OF SHARES  
 BENEFICIALLY OWNED BY  
 EACH REPORTING  
 PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 2,488,224

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 2,488,224

12 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 2,488,224

13 CHECK BOX IF THE  
 AGGREGATE AMOUNT IN ROW  
 (11) EXCLUDES CERTAIN   
 SHARES  
 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 0.48%\*

14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)  ]  
 IF A MEMBER OF A GROUP (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  
 Cayman Islands

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 3,886,489

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 3,886,489

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,886,489

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  ]

14 0.76%\*

15 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)  ]  
IF A MEMBER OF A GROUP (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 NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON WITH

8 SOLE VOTING POWER  
0

9 SHARED VOTING POWER  
554,835

10 SOLE DISPOSITIVE POWER  
0

11 SHARED DISPOSITIVE POWER  
554,835

12 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
554,835

13 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  ]  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
0.11%\*

14 TYPE OF REPORTING PERSON  
PN

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\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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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 (a)   
 IF A MEMBER OF A GROUP (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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 3,205,520

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 3,205,520

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,205,520

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.62%\*

14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)   
 IF A MEMBER OF A GROUP (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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 8 SHARED VOTING POWER  
 630,889  
 9 SOLE DISPOSITIVE POWER  
 0  
 10 SHARED DISPOSITIVE POWER  
 630,889  
 11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 630,889  
 12 CHECK BOX IF THE  
 AGGREGATE AMOUNT IN ROW  
 (11) EXCLUDES CERTAIN   
 SHARES  
 13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 0.12%\*  
 14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)   
 IF A MEMBER OF A GROUP (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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 8 SHARED VOTING POWER  
 1,792,683  
 9 SOLE DISPOSITIVE POWER  
 0  
 10 SHARED DISPOSITIVE POWER  
 1,792,683  
 11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 1,792,683  
 12 CHECK BOX IF THE  
 AGGREGATE AMOUNT IN ROW  
 (11) EXCLUDES CERTAIN   
 SHARES  
 13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 0.35%\*  
 14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)  ]  
 IF A MEMBER OF A GROUP (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  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

8 SHARED VOTING POWER  
 2,409,038

9 SOLE DISPOSITIVE POWER  
 0

10 SHARED DISPOSITIVE POWER  
 2,409,038

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 2,409,038

12 CHECK BOX IF THE  
 AGGREGATE AMOUNT IN ROW  
 (11) EXCLUDES CERTAIN [X]  
 SHARES

13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 0.47%\*

14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON  
 Trian Partners Strategic Investment  
 Fund-D, L.P.

2 S.S. OR I.R.S. IDENTIFICATION  
 NO. OF ABOVE PERSON  
 98-1108184

3 CHECK THE APPROPRIATE BOX (a)  ]  
 IF A MEMBER OF A GROUP (b)  ]

4 SEC USE ONLY  
 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  
 Cayman Islands

7 NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 881,872

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 881,872

12 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 881,872

13 CHECK BOX IF THE  
 AGGREGATE AMOUNT IN ROW  
 (11) EXCLUDES CERTAIN  ]

14 SHARES  
 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 0.17%\*

15 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)  ]  
 IF A MEMBER OF A GROUP (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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 215,254

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 215,254

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 215,254

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  ]  
 0.04%\*

14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)   
 IF A MEMBER OF A GROUP (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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 758,014

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 758,014

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 758,014

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   
 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 0.15%\*

14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

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 (a)   
 IF A MEMBER OF A GROUP (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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 8 SHARED VOTING POWER  
 399,214  
 9 SOLE DISPOSITIVE POWER  
 0  
 10 SHARED DISPOSITIVE POWER  
 399,214  
 11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 399,214  
 12 CHECK BOX IF THE  
 AGGREGATE AMOUNT IN ROW  
 (11) EXCLUDES CERTAIN   
 SHARES  
 13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 0.08%\*  
 14 TYPE OF REPORTING PERSON  
 PN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON  
 Trian Partners Co-Investment  
 Opportunities Fund, Ltd.

2 S.S. OR I.R.S. IDENTIFICATION  
 NO. OF ABOVE PERSON  
 98-1207836

3 CHECK THE APPROPRIATE BOX (a)  ]  
 IF A MEMBER OF A GROUP (b)  ]

4 SEC USE ONLY  
 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  
 Cayman Islands

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 4,441,197

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 4,441,197

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,441,197

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  ]

14 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.86%\*

15 TYPE OF REPORTING PERSON  
 OO

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON  
 Trian Partners Strategic Fund-K, L.P.  
 S.S. OR I.R.S. IDENTIFICATION  
 NO. OF ABOVE PERSON  
 47-5116069

2 CHECK THE APPROPRIATE BOX (a)  ]  
 IF A MEMBER OF A GROUP (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 NUMBER OF SOLE VOTING POWER  
 SHARES 0

8 BENEFICIALLY OWNED BY SHARED VOTING POWER  
 EACH 775,768

9 REPORTING SOLE DISPOSITIVE POWER  
 PERSON WITH 0

10 SHARED DISPOSITIVE POWER  
 775,768

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 775,768

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

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON  
 Trian Partners Strategic Fund-C, Ltd.  
 S.S. OR I.R.S. IDENTIFICATION  
 NO. OF ABOVE PERSON  
 81-3859925

2 CHECK THE APPROPRIATE BOX (a)  ]  
 IF A MEMBER OF A GROUP (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 NUMBER OF SOLE VOTING POWER  
 SHARES 0

8 BENEFICIALLY SHARED VOTING POWER  
 OWNED BY 728,328

9 EACH SOLE DISPOSITIVE POWER  
 REPORTING 0

10 PERSON WITH SHARED DISPOSITIVE POWER  
 728,328

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 728,328

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

13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
 0.14%\*

14 TYPE OF REPORTING PERSON  
 OO

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON  
 Joshua D. Frank  
 S.S. OR I.R.S. IDENTIFICATION  
 NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX (a)  ]  
 IF A MEMBER OF A GROUP (b)  ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 OO

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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 3,174

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 3,174

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,174

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  ]

14 0.00%\*

15 TYPE OF REPORTING PERSON  
 IN

\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON  
 Trian Partners SPV XI GP, L.P.  
 S.S. OR I.R.S. IDENTIFICATION  
 NO. OF ABOVE PERSON  
 35-2537608

2 CHECK THE APPROPRIATE BOX (a)   
 IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 OO

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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
 0

9 SHARED VOTING POWER  
 489,566

10 SOLE DISPOSITIVE POWER  
 0

11 SHARED DISPOSITIVE POWER  
 489,566

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 489,566

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.10%\*

14 TYPE OF REPORTING PERSON  
 PN

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\* Calculated based on 513,462,661 shares of Common Stock outstanding as of January 18, 2019, as reported in the Issuer's Form 10-Q.

This Amendment No. 8 ("Amendment No. 8") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on August 14, 2015 (the "Original Statement"), as amended by Amendment No. 1 filed on August 20, 2015, as amended by Amendment No. 2 filed on September 2, 2015, as amended by Amendment No. 3 ("Amendment No. 3") filed on June 9, 2016, as amended by Amendment No. 4 filed on December 5, 2016 ("Amendment No. 4"), as amended by Amendment No. 5 filed on June 14, 2018, as amended by Amendment No. 6 filed on September 13, 2018, and as amended by Amendment No. 7 filed on November 29, 2018 (as amended, 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, 6 and 7 of the Schedule 13D are hereby amended 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:

In connection with their service on the Issuer's Board of Directors, each of Messrs. Peltz and Frank received 201 Director Shares on December 28, 2018 pursuant to the Sysco Corporation 2018 Omnibus Incentive Plan (the "2018 Plan"), in lieu of a portion of non-employee director annual cash retainer fees. In addition, each of Messrs. Peltz and Frank received a matching grant from the Issuer equal to 50% of the amount described above, and therefore received an additional 100 Director Shares on December 28, 2018. Since the filing of Amendment No. 7, each of Messrs. Peltz and Frank have transferred a total of 1,224 Director Shares and 2,958 vested Restricted Shares to Trian Management pursuant to the terms of the Director Fee Agreements described in Amendment No. 3.

### Item 4. Purpose of Transaction

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

The reduction in the Reporting Persons' beneficial ownership as reported in this Amendment No.8 primarily resulted from the distribution in kind of Shares to certain limited partners in the parent entity of Co-Investment Fund. The remaining reduction resulted from sales made for portfolio management purposes.

### 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 March 20, 2019, the Reporting Persons beneficially owned (as that term is defined in Rule 13d-3), in the aggregate, 23,671,603 Shares, representing approximately 4.61% of the Issuer's outstanding Shares (calculated based on 513,462,661 Shares outstanding as of January 18, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended December 29, 2018).

(b) Each of Trian Onshore, Trian Offshore, Parallel Fund I, TPSIF II, Strategic Fund-A, Coinvest Fund-A, Strategic Fund-N, Strategic Fund-D, Fund G, Strategic Fund-G II, Strategic Fund-G III, Co-Investment Fund, Strategic Fund-K, Strategic Fund-C and SPV XI GP beneficially and directly owns and has sole voting power and sole dispositive power with regard to 2,488,224; 3,886,489; 554,835; 2,409,038; 3,205,520; 630,889; 1,792,683; 881,872; 215,254; 758,014; 399,214; 4,441,197; 775,768; 728,328; and 489,566 Shares, respectively, except to the extent that other Reporting Persons as described in this Item 5 may be deemed to have shared voting power and shared dispositive power with regard to such Shares. Mr. Peltz beneficially owns and has sole voting power and sole dispositive power with regard to 380 Director Shares and 2,794 Restricted Shares, and Mr. Frank beneficially owns and has sole voting power and

sole dispositive power with regard to 380 Director Shares and 2,794 Restricted Shares, except in each case, to the extent that other members of the Trian Group as described in Item 5 of this Schedule 13D may be deemed to have shared voting power and shared dispositive power with regard to such Director Shares and Restricted Shares.

(c) On March 12, 2019, Co-Investment Fund distributed 3,533,251 Shares (the "March 12 Distribution") in kind to certain limited partners of Trian Partners Co-Investment Opportunities Fund, L.P., the parent entity of Co-Investment Fund ("Co-Investment Fund Parent"). In connection with the March 12 Distribution, Co-Investment Fund distributed an additional 392,056 Shares in kind to such limited partners on March 19, 2019 in accordance with the terms of the letter agreement described in Item 6 below. Item 6 is incorporated into this Item 5(c) by reference.

Set forth below is a list of all other transactions with respect to the Shares effected during the past sixty (60) days by any of the Reporting Persons, inclusive of any transactions effected through 4:00 pm, New York City time, on March 20, 2019. All such transactions in the table were effected in the open market. The prices set forth in the table do not include commissions.

Fund	Date	Shares	Price	Type
Trian Partners, L.P.	3/12/2019	124,543	\$ 66.2496	Sale
Trian Partners, L.P.	3/13/2019	51,561	\$ 66.4339	Sale
Trian Partners Master Fund, L.P.	3/12/2019	375,457	\$ 66.2496	Sale
Trian Partners Master Fund, L.P.	3/13/2019	155,439	\$ 66.4339	Sale

(e) As a result of the transactions referred to in Item 5(c) above, on March 12, 2019, the Filing Persons ceased to be the beneficial owners of more than 5% of the Issuer's outstanding Shares.

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

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

On March 12, 2019, in connection with the March 12 Distribution made to certain limited partners of the Co-Investment Fund Parent, each of Co-Investment Fund and Co-Investment Fund Parent entered into a letter agreement with HedgeServ (Cayman) Ltd. (the "Administrator"), for the purposes of establishing a written plan pursuant to Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended, providing for the Administrator to allocate additional Shares held by the Co-Investment Fund for distribution to the same limited partners in accordance with a predetermined formula.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following information:

8. Letter Agreement dated March 12, 2019 between Trian Partners Co-Investment Opportunities Fund, Ltd., Trian Partners Co-Investment Opportunities Fund, L.P. and HedgeServ (Cayman) Ltd.

[INTENTIONALLY LEFT BLANK]

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: March 20, 2019

TRIAN FUND  
MANAGEMENT, L.P.  
Trian Fund Management  
By: 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.  
Trian Partners GP, L.P.,  
By: its general partner

Trian Partners General  
By: 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

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

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

TRIAN PARTNERS  
PARALLEL FUND I, L.P.

Trian Partners Parallel  
By: 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.

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

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