

TIFFANY & CO
Form SC 13D/A
September 22, 2010

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Tiffany & Co.

(Name of Issuer)

Common Stock, \$.01 par value per share
(Title of Class of Securities)

886547108
(CUSIP Number)

Stuart I. Rosen, Esq.
General Counsel
Trian Fund Management, L.P.
280 Park Avenue, 41st Floor
New York, New York 10017
(212) 451-3000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

September 21, 2010
(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.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).

SCHEDULE 13D

CUSIP No. 886547108

| | |
|-----------------------|---|
| | NAME OF REPORTING PERSON |
| | Triam 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) /X/ 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 |
| NUMBER OF SHARES | 8 SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 6,828,984 |
| EACH REPORTING PERSON | 9 SOLE DISPOSITIVE POWER |
| WITH | 0 |
| | 10 SHARED DISPOSITIVE POWER |
| | 6,859,367 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 6,859,367 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |
| | / / |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 5.43%* |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2010 (the "Form 10-Q").

SCHEDULE 13D

CUSIP No. 886547108

| | | |
|----|---|--------------------------|
| | NAME OF REPORTING PERSON | |
| | Trian Fund Management GP, LLC | |
| | 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) /X/ (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 |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | |
| | 8 | SHARED VOTING POWER |
| | | 6,828,984 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 6,859,367 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 6,859,367 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| | | / / |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | | 5.43%* |
| 14 | TYPE OF REPORTING PERSON | |
| | | PN |

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

| | | |
|----|---|--------------------|
| | NAME OF REPORTING PERSON | |
| | Trian Partners GP, 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) /X/ (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 | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | |
| | 8 SHARED VOTING POWER | |
| | 6,624,381 | |
| | 9 SOLE DISPOSITIVE POWER | |
| | 0 | |
| | 10 SHARED DISPOSITIVE POWER | |
| | 6,654,764 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 6,654,764 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| | / / | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 5.27%* | |
| 14 | TYPE OF REPORTING PERSON | |
| | PN | |

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D xxx

CUSIP No. 886547108

| | | | |
|------|----|---|-----------|
| | | NAME OF REPORTING PERSON | |
| | | Trian Partners General Partner, LLC | |
| | | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE | |
| | | PERSON: 20-3454182 | |
| 2 | | CHECK THE APPROPRIATE BOX IF A MEMBER OF | (a) /X/ |
| | | 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 | |
| | | NUMBER OF SHARES | |
| | | BENEFICIALLY OWNED BY | |
| | 8 | SHARED VOTING POWER | |
| | | EACH REPORTING PERSON | 6,624,381 |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | WITH | 0 |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | | 6,654,764 |
| 11 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY | |
| | | EACH REPORTING PERSON | |
| | | | 6,654,764 |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) | |
| | | EXCLUDES CERTAIN SHARES | |
| | | | / / |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW | |
| (11) | | | |
| | | | 5.27%* |
| 14 | | TYPE OF REPORTING PERSON | |
| | | PN | |

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

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) /X/
 (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
 2,098,038

9 SOLE DISPOSITIVE POWER
 0

10 SHARED DISPOSITIVE POWER
 2,098,038

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,098,038

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 1.66%*

14 TYPE OF REPORTING PERSON
 PN

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

1 NAME OF REPORTING PERSON
 Trian Partners Master Fund, 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) /
 (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 8 SHARED VOTING POWER
 REPORTING PERSON WITH 4,526,343

9 SOLE DISPOSITIVE POWER
 0

10 SHARED DISPOSITIVE POWER
 4,526,343

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,526,343

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 3.58%*

14 TYPE OF REPORTING PERSON
 PN

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

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) /X/
 (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
 204,603

9 SOLE DISPOSITIVE POWER
 0

10 SHARED DISPOSITIVE POWER
 204,603

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 204,603

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.16%*

14 TYPE OF REPORTING PERSON
 PN

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

1 NAME OF REPORTING PERSON
 Trian Partners Parallel Fund I General Partner, LLC
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3694293

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

NUMBER OF SHARES
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON WITH

8 SHARED VOTING POWER
 204,603

9 SOLE DISPOSITIVE POWER
 0

10 SHARED DISPOSITIVE POWER
 204,603

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 204,603

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.16%*

14 TYPE OF REPORTING PERSON

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

1 NAME OF REPORTING PERSON
 Nelson Peltz
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
 (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
 USA

7 SOLE VOTING POWER
 0

NUMBER OF SHARES
 BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER
 REPORTING PERSON WITH 6,828,984
 9 SOLE DISPOSITIVE POWER
 0
 10 SHARED DISPOSITIVE POWER
 6,859,367

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,859,367

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.43%*

14 TYPE OF REPORTING PERSON
 IN

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
(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
USA

7 SOLE VOTING POWER
0
30,383

NUMBER OF SHARES
BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

8 SHARED VOTING POWER
6,828,984

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
6,859,367

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,859,367

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.43%*

14 TYPE OF REPORTING PERSON
IN

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
(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
USA

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
6,828,984

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
6,859,367

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
6,859,367

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.43%*

14 TYPE OF REPORTING PERSON
IN

*Calculated based on 126,266,981 shares of Common Stock outstanding as of August 31, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

This Amendment No. 5 (“Amendment No. 5”) relates to the Schedule 13D filed with the Securities and Exchange Commission on February 26, 2007 (the “Original Statement”), as amended by Amendment No. 1 to the Schedule 13D filed on January 16, 2008, Amendment No. 2 to the Schedule 13D filed on March 25, 2008, Amendment No. 3 to the Schedule 13D filed on May 16, 2008 and Amendment No. 4 to the Schedule 13D filed on March 27, 2009, relating to the Common Stock, \$.01 par value per share (the “Shares”), of Tiffany & Co., a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 727 Fifth Avenue, New York, New York 10022.

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

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

Following the sales of Shares set forth on Schedule A hereto, the Filing Persons continue to beneficially own an aggregate of 6,859,367 Shares representing approximately 5.43% of the Issuer’s outstanding Shares (based upon 126,266,981 Shares stated by the Issuer to be outstanding as of August 31, 2010 in the Issuer’s Quarterly Report on Form 10-Q filed on September 2, 2010). The Filing Persons intend to review their investment in the Issuer on a continuing basis and, depending on various factors, including, without limitation, price levels of the Shares, other investment opportunities available to the Filing Persons, conditions in the securities and capital markets, and general economic and industry conditions, the Filing Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate, including, but not limited to, purchasing additional Shares, selling some or all of the Shares and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of the Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) As of 4:00 pm, New York City time, on September 21, 2010, the Filing Persons beneficially owned, in the aggregate, 6,859,367 Shares, representing approximately 5.43% of the Issuer’s outstanding Shares (based upon 126,266,981 Shares stated by the Issuer to be outstanding as of August 31, 2010 in the Issuer’s Quarterly Report on Form 10-Q filed on September 2, 2010).

(b) Each of Trian Onshore, Trian Offshore, Parallel Fund I and Mr. May beneficially and directly owns and has sole voting power and sole dispositive power with regard to 2,098,038, 4,526,343, 204,603, and 30,383 Shares, respectively, except to the extent that other Filing Persons as described below may be deemed to have shared voting power and shared dispositive power with regard to such Shares.

Each of Trian GP, Trian GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of their relationships to Trian Onshore and Trian Offshore (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), the Shares that Trian Onshore and Trian Offshore directly and beneficially own. Each of Trian GP, Trian GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes. Each of Parallel Fund I GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May

and Edward P. Garden, by virtue of their relationships to Parallel Fund I (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), the Shares that Parallel Fund I directly and beneficially owns. Each of Parallel Fund I GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes.

In addition to the Shares that Mr. May may be deemed to beneficially own as described above, Mr. May beneficially owns 30,383 Shares, including 28,577 Shares issuable upon exercise of options that he received as a director of the Issuer (the "Director Options") that he may exercise within 60 days of the date of this Amendment No. 5, and 1,806 Shares underlying restricted stock units that he received as a director of the Issuer (the "RSU Shares") that are currently exercisable. As a result of an agreement between Mr. May and Trian Management (see Item 6), each of Trian Management, Trian Management GP, Nelson Peltz and Edward P. Garden may be deemed to have shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), the Shares underlying the Director Options and the RSU Shares that Mr. May directly and beneficially owns. Each of Trian Management, Trian Management GP, Nelson Peltz and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes.

(c) Schedule A hereto sets forth all transactions with respect to the Shares effected during the past sixty (60) days by any of the Filing Persons, inclusive of the transactions effected through 4:00 pm, New York City time, on September 21, 2010.

(d) Except for the Filing Persons, no person is known by the Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by the Filing Persons.

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 21, 2010

TRIAN PARTNERS GP, L.P.

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

By: /s/PETER W. MAY
Name: Peter W. May
Title: Member

TRIAN PARTNERS GENERAL PARTNER, LLC

By: /s/PETER W. MAY
Name: Peter W. May
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/PETER W. MAY
Name: Peter W. May
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/PETER W. MAY
Name: Peter W. May
Title: Member

CUSIP No. 886547108

SCHEDULE 13D

TRIAN PARTNERS PARALLEL FUND I, L.P.

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

By: /s/PETER W. MAY
Name: Peter W. May
Title: Member

TRIAN PARTNERS PARALLEL FUND I GENERAL
PARTNER, LLC

By: /s/PETER W. MAY
Name: Peter W. May
Title: Member

TRIAN FUND MANAGEMENT, L.P.

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

By: /s/PETER W. MAY
Name: Peter W. May
Title: Member

TRIAN FUND MANAGEMENT GP, LLC

By: /s/PETER W. MAY
Name: Peter W. May
Title: Member

/s/NELSON PELTZ
NELSON PELTZ

/s/PETER W. MAY
PETER W. MAY

/s/EDWARD P. GARDEN
EDWARD P. GARDEN

SCHEDULE 13D

CUSIP No. 886547108

Schedule A

The following table sets forth all transactions with respect to the Shares effected during the past 60 days by any of the Filing Persons, inclusive of any transactions effected through 4:00 p.m., New York City time, on September 21, 2010. All such transactions were effected in the open market and the table includes commissions paid in per share prices.

| Name | Date | No. of Shares | Price Per Share (\$) | Transaction Type |
|----------------|-----------------------|---------------|-------------------------|---------------------|
| Trian Offshore | September 20, 2010 | 350,000 | 45.9548 | Sale |
| Trian Offshore | September 21, 2010 | 650,000 | 45.6513 | Sale |

SCHEDULE 13D

CUSIP No. 886547108

EXHIBIT INDEX

| EXHIBIT | DESCRIPTION | PAGE NO. |
|---------|--|-------------------------------|
| 1 | Joint Filing Agreement of the Filing Persons. | Filed with Original Statement |
| 2 | Letter Agreement dated as of May 15, 2008 between Peter W. May and Trian Fund Management, L.P. | Filed with Amendment No. 4 |
