

BRINKER INTERNATIONAL INC  
Form 8-K  
October 30, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 30, 2014**

**BRINKER INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware  
(State of Incorporation)**

**1-10275  
(Commission File  
Number)  
6820 LBJ Freeway**

**75-1914582  
(IRS Employment  
Identification No.)**

**Dallas, Texas 75240**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code 972-980-9917**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

## Section 5 Corporate Governance and Management

### Item 5.07. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders of the Registrant was held on October 30, 2014. Matters voted upon by shareholders at that meeting were:

#### Proposal 1

Each of the management's nominees, was elected a director to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified.

| Name              | Number of Shares Voted |         |          |                 |
|-------------------|------------------------|---------|----------|-----------------|
|                   | For                    | Against | Withheld | Broker Non-Vote |
| Joseph M. DePinto | 57,288,760             | 26,888  | 151,406  | 4,075,834       |
| Harriet Edelman   | 57,021,247             | 242,613 | 203,194  | 4,075,834       |
| Michael A. George | 57,046,906             | 214,801 | 205,347  | 4,075,834       |
| William T. Giles  | 57,047,125             | 213,922 | 206,007  | 4,075,834       |
| Gerardo I. Lopez  | 57,043,569             | 216,003 | 207,482  | 4,075,834       |
| Jon L. Luther     | 57,287,192             | 28,092  | 151,770  | 4,075,834       |
| George R. Mrkonic | 56,882,670             | 248,506 | 335,878  | 4,075,834       |
| Rosendo G. Parra  | 57,290,156             | 26,822  | 150,076  | 4,075,834       |
| Wyman T. Roberts  | 57,290,711             | 28,540  | 147,803  | 4,075,834       |

#### Proposal 2

The proposal to ratify the appointment of KPMG LLP as Independent Auditors for Fiscal 2015 was approved. The results were as follows:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 59,972,921 | 1,412,464 | 157,503 | 4,075,834       |

#### Proposal 3

The proposal on executive compensation was approved. The results were as follows:

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 56,890,941 | 384,402 | 191,711 | 4,075,834       |

**Section 7 Regulation FD**

**Item 7.01. Regulation FD Disclosure**

In the Press Release, the Registrant announced that at the October 30, 2014 Board of Director s Meeting, the Board of Directors declared a quarterly dividend of \$0.28 per share on the common stock of the company. The dividend will be payable on December 26, 2014 to shareholders of record as of December 5, 2014.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

99.1 Press Release, dated October 30, 2014.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRINKER INTERNATIONAL, INC.

Date: October 30, 2014

By: /s/ Wyman T. Roberts  
Wyman T. Roberts, Chief Executive Officer and  
President and President of Chili's Grill & Bar