

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 Directors 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