

DINOVI ANTHONY

Form 4

December 12, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DINOVI ANTHONY

2. Issuer Name **and** Ticker or Trading
Symbol
DUNKIN' BRANDS GROUP, INC.
[DNKN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THOMAS H. LEE PARTNERS,
L.P., 100 FEDERAL STREET,
35TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2011

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
BOSTON, MA 02110

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/09/2011		S	(A) or (D) D	Amount 633,385 (1) Price \$ 24.7233	22,154,595	I See Note (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DINOVI ANTHONY C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X X

Signatures

/s/ Anthony J.
DiNovi 12/09/2011

**Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents shares of the Issuer held by Thomas H. Lee Equity Fund V, L.P. ("Fund V"), Thomas H. Lee Parallel Fund V, L.P. ("Parallel Fund V"), Thomas H. Lee Equity (Cayman) Fund V, L.P. ("Cayman Fund V;" together with Fund V and Parallel Fund V, the "Funds"),
- (1) Thomas H. Lee Investors Limited Partnership ("Investors"), Putnam Investment Holdings, LLC ("Putnam Holdings"), Putnam Investments Employees' Securities Company I LLC ("ESC I") and Putnam Investments Employees Securities Company II LLC ("ESC II").

- The reporting person is a member of Thomas H. Lee Advisors, LLC, which is the general partner of Thomas H. Lee Partners, L.P., which is the manager of THL Equity Advisors V, LLC, which, in turn, is the general partner of each of the Funds. The reporting person is a Vice President of THL Investment Management Corp., which is the general partner of Investors. Investors, Putnam Holdings, ESC I and ESC II are co-investment entities of the Funds and are contractually obligated to dispose of securities on a pro rata basis with the THL Funds. By virtue of these relationships, the reporting person may be deemed to beneficially own the shares of the Issuer owned directly by each of the Funds, Investors, Putnam Holdings, ESC I and ESC II.

- (continuation of Footnote 2) - The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an
- (3) admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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