

BRINKER INTERNATIONAL INC
Form 8-K
October 30, 2015

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 29, 2015

BRINKER INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State of Incorporation) 6820 LBJ Freeway Dallas, Texas 75240 (Address of principal executive offices) Registrant's telephone number, including area code 972-980-9917 | 1-10275 (Commission File Number) | 75-1914582 (IRS Employment Identification No.) |
|---|--|--|

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)).
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Section 5 - Corporate Governance and Management

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

The Annual Meeting of Shareholders of Brinker International, Inc. (the "Company") was held on October 29, 2015. 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.

Number of Shares Voted

| Name | For | Against | Withheld | Broker Non-Vote |
|-------------------|------------|---------|----------|-----------------|
| Elaine L. Boltz | 51,526,135 | 80,426 | 478,956 | 3,660,952 |
| Joseph M. DePinto | 51,514,153 | 85,897 | 485,467 | 3,660,952 |
| Harriet Edelman | 51,049,520 | 552,712 | 483,285 | 3,660,952 |
| Michael A. George | 51,107,370 | 491,110 | 487,037 | 3,660,952 |
| William T. Giles | 51,104,468 | 494,009 | 487,040 | 3,660,952 |
| Gerardo I. Lopez | 51,106,907 | 491,804 | 486,806 | 3,660,952 |
| Jon L. Luther | 51,579,575 | 18,954 | 486,988 | 3,660,952 |
| George R. Mrkonic | 50,978,566 | 621,383 | 485,568 | 3,660,952 |
| Jose Luis Prado | 51,512,080 | 86,250 | 487,187 | 3,660,952 |
| Wyman T. Roberts | 51,513,028 | 86,797 | 485,692 | 3,660,952 |

Proposal 2

The proposal to ratify the appointment of KPMG LLP as Independent Auditors for Fiscal 2016 was approved. The results were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 53,624,366 | 1,639,694 | 482,409 | 3,660,952 |

Proposal 3

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

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 51,096,994 | 453,653 | 534,870 | 3,660,952 |

Proposal 4

The proposal on re-approval of profit sharing plan was approved. The results were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 51,004,622 | 576,079 | 504,816 | 3,660,952 |

Section 7 - Regulation FD

Item 7.01. Regulation FD Disclosure

At its October 29, 2015 meeting, the Board of Director's of the Company declared a quarterly dividend of \$0.32 per share on the common stock of the Company. The dividend will be payable on December 24, 2015 to shareholders of record as of December 4, 2015.

Section 9 - Financial Statements and Exhibits.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated October 29, 2015.

SIGNATURE

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

BRINKER INTERNATIONAL, INC.

Dated: October 29, 2015

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