

BRINKER INTERNATIONAL INC  
Form 8-K  
November 16, 2016

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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Current Report  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): November 15, 2016

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

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Delaware      1-10275      75-1914582  
(State of      (Commission (IRS Employment  
Incorporation) File Number) Identification No.)  
6820 LBJ Freeway  
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:

- Â Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
  - Â Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
  - Â Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  - Â 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 November 16, 2016. 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    | 46,622,031 | 958,370   | 17,797   | 3,475,545       |
| Joseph M. DePinto  | 46,858,306 | 713,721   | 26,171   | 3,475,545       |
| Harriet Edelman    | 46,622,567 | 958,600   | 17,031   | 3,475,545       |
| Michael A. George  | 46,587,282 | 983,687   | 27,229   | 3,475,545       |
| William T. Giles   | 46,506,441 | 1,064,456 | 27,301   | 3,475,545       |
| Gerardo I. Lopez   | 45,523,448 | 2,046,269 | 28,481   | 3,475,545       |
| George R. Mrkoncic | 46,601,807 | 978,537   | 17,854   | 3,475,545       |
| Jose Luis Prado    | 46,847,853 | 723,269   | 27,076   | 3,475,545       |
| Wyman T. Roberts   | 46,853,564 | 721,094   | 23,540   | 3,475,545       |

#### Proposal 2

The proposal to ratify the appointment of KPMG LLP as Independent Auditors for Fiscal 2017 was approved. The results were as follows:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 49,727,570 | 1,330,838 | 15,335  | 3,475,545       |

#### Proposal 3

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

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 45,680,733 | 1,865,700 | 51,765  | 3,475,545       |

## Section 7 - Regulation FD

### Item 7.01. Regulation FD Disclosure

At its November 15, 2016 meeting, the Board of Director's of the Company declared a quarterly dividend of \$0.34 per share on the common stock of the Company. The dividend will be payable on December 29, 2016 to shareholders of record as of December 9, 2016.

## Section 9 - Financial Statements and Exhibits.

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits.

99.1 Press Release dated November 16, 2016.

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: November 16, 2016 By: /s/ Wyman T. Roberts  
Wyman T. Roberts,  
Chief Executive Officer and President  
(Principal Executive Officer)