

BALSON ANDREW  
Form 4  
August 03, 2011

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BALSON ANDREW

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 BAIN CAPITAL PARTNERS,  
LLC, 111 HUNTINGTON AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/26/2011

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

BOSTON, MA 02199

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value	07/26/2011		J <sup>(1)</sup>		18,125,018	A	\$ 17.53	31,004,251	I	See Footnotes (2) (3) (4)
Common Stock, \$0.001 par value	08/01/2011		S		1,111,688	D	\$ 17.765	29,892,563	I	See Footnotes (2) (3) (4)

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



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29,609,862 shares of Common Stock.

- (3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 8/1/11, BCIP TCV sold 10,195 shares of Common Stock. Following such sale, BCIP TCV held 274,137 shares of Common Stock.

- (4) BCI is the managing general partner BCIP Associates-G ("BCIP G"). As a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 8/1/11, BCIP G sold 319 shares of Common Stock. Following such sale, BCIP G held 8,564 shares of Common Stock.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.