

Moses Neil
 Form 4
 November 23, 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 *
 Moses Neil

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 DUNKIN' BRANDS GROUP, INC., 130 ROYALL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/09/2011

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

CANTON, MA 02021

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 or Price | | |
| Common Stock | 03/09/2011 | | A | (1) | 10,035 \$ 7.31 | 10,035 | D |
| Common Stock | 07/26/2011 | | J(2) | (2) | 12,397 \$ 17.53 | 22,432 | D |

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

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 (9-02)

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

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Class L Common Stock | \$ 17.53 (2) | 07/26/2011 | | J(2) | 5,093 | (2) (2) | Common Stock | 12,39 |
| Option to purchase Common Stock | \$ 7.31 | 08/01/2011 | | A | 6,049 | (3) 03/09/2021 | Common Stock | 6,049 |
| Option to purchase Common Stock | \$ 7.31 | 11/22/2011 | | A | 38,620 | (4) 03/09/2021 | Common Stock | 38,620 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Moses Neil C/O DUNKIN' BRANDS GROUP, INC. 130 ROYALL STREET CANTON, MA 02021 | | | Chief Financial Officer | |

Signatures

/s/ Richard Emmett, as attorney-in-fact for Neil Moses
11/23/2011

**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).
- (1) In addition, the Reporting Person purchased 5,093 shares of the Issuer's Class L Common Stock on 03/09/2011 at \$14.25 per share. The Issuer's Class L Common Stock was subsequently converted to Common Stock on 07/26/2011. See note 2.
- (2) On 07/26/2011, in connection with the Issuer's initial public offering, each share of the Issuer's Class L common stock was mandatorily converted, in accordance with the terms of the Issuer's certificate of incorporation, into approximately 0.2189 of a share of common stock plus an additional number of shares of common stock determined by dividing the per share Class L preference amount of \$38.8274, by \$17.53, which is equal to the initial public offering price of a share of common stock net of the underwriting discount and a pro rata portion, based on the number of shares being sold in the offering, of the estimated offering

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expenses incurred by the Issuer. With respect to the reporting person, the conversion of the Class L common stock is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 thereunder.

(3) On 03/09/2011, the reporting person was granted an option to purchase 168,563 shares of Common Stock. The option vests based upon time (five equal annual installments that begin on 03/09/2012) and performance (investment returns to investment funds affiliated with Bain Capital Partners, LLC, The Carlyle Group and Thomas H. Lee Partners, L.P. (collectively, the "Sponsors")) criteria. As a result of the sale of shares by the Sponsors in the Issuer's initial public offering, the performance criteria was met with respect to 6,049 shares of common stock subject to this option award, which are eligible to vest in five equal annual installments beginning on 03/09/2012.

(4) On 03/09/2011, the reporting person was granted an option to purchase 168,563 shares of Common Stock. The option vests based upon time (five equal annual installments that begin on 03/09/2012) and performance (investment returns to investment funds affiliated with the Sponsors) criteria. As a result of the sale of shares by the Sponsors, the performance criteria was met with respect to 38,620 shares of common stock subject to this option award. In total, following this event, the performance criteria has been met with respect to an aggregate of 44,669 shares of common stock subject to this option award, which are eligible to vest in five equal annual installments beginning on 03/09/2012.

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.