

BRINKER INTERNATIONAL INC
Form 8-K
August 30, 2004

**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): August 26, 2004

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

Delaware
(State of Incorporation)

1-10275
(Commission File
Number)

74-1914582
(IRS Employment
Identification No.)

**6820 LBJ Freeway
Dallas, Texas 75240**
(Address of principal executive offices)

Registrant's telephone number, including area code 972-980-9917

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)).

Section 5 - Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On August 26, 2004, Brinker International, Inc. ("Registrant") announced that Ronald A. McDougall, Chairman of the Board of Directors of the Registrant, will resign from the Company's Board of Directors effective November 4, 2004. Douglas H. Brooks, President and Chief Executive Officer of the Registrant, and a member of Registrant's Board of Directors, will become Chairman of the Board of Directors effective November 4, 2004.

Section 9 - Financial Statement and Exhibits.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99 Press Release, dated August 26, 2004.

SIGNATURE

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

Date: August 30, 2004

BRINKER INTERNATIONAL, INC.

By: /s/ Douglas H. Brooks

Douglas H. Brooks

President and Chief Executive Officer

3" face="Times New Roman">Accounting Series Release 135, as interpreted by Staff Accounting Bulletin 65, indicates that no affiliate of either combining company may reduce its risk relating to its common shareholder position until the publication of financial results covering at least 30 days of post-merger combined operations. This Form 8-K is filed for the purpose of publishing combined operating results to satisfy this provision.

The following are the restated, condensed consolidated results of operations (unaudited) of Brown and its subsidiaries for the 11-month period ended November 30, 2001. These results have been prepared and are being published only for purposes of complying with pooling-of-interests accounting requirements relating to affiliate transactions. The results for this 11-month period are thus not necessarily indicative of the results that may be expected for the 3-month period or the year ending December 31, 2001.

The following results do not include all of the information and the footnotes required by generally accepted accounting principles for complete audited or unaudited financial statements. For further information, reference should be made to the consolidated financial statements and footnotes included in Brown's annual report on Form 10-K for the year ended December 31, 2000, and on Form 10-Q for the quarter ended September 30, 2001.

Combined Results for

January 1, 2001 – November 30, 2001

(unaudited, in thousands)

Revenues

\$331,056

Net Income

\$ 47,577

SIGNATURES

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

BROWN & BROWN, INC.
(Registrant)

/S/ CORY T. WALKER

Date: December 12, 2001

**Cory T. Walker, Vice President,
Chief Financial Officer and
Treasurer**
(Signature)