

BRINKER INTERNATIONAL INC
Form 8-K
November 04, 2011

UNITED STATES
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)

November 3, 2011

BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
File Number)
6820 LBJ Freeway

(IRS Employer
Identification No.)

Dallas, TX 75240

(Address of principal executive offices)(Zip Code)

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))

Item 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Shareholders of the Registrant was held on November 3, 2011. 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.

| Name | Number of Shares Votes | | |
|-------------------|------------------------|----------|-----------------|
| | For | Withheld | Broker Non-Vote |
| Douglas H. Brooks | 66,712,055 | 855,409 | 5,444,027 |
| David Deno | 67,344,549 | 222,915 | 5,444,027 |
| Joseph M. DePinto | 67,545,797 | 21,667 | 5,444,027 |
| Michael J. Dixon | 67,505,319 | 62,145 | 5,444,027 |
| Harriet Edelman | 67,503,724 | 63,740 | 5,444,027 |
| Jon L. Luther | 67,518,247 | 49,217 | 5,444,027 |
| John W. Mims | 67,509,802 | 57,662 | 5,444,027 |
| George R. Mrkonic | 67,388,314 | 179,150 | 5,444,027 |
| Rosendo G. Parra | 67,506,711 | 60,753 | 5,444,027 |
| Cece Smith | 67,535,259 | 32,205 | 5,444,027 |

Proposal 2

The proposal to ratify the appointment of KPMG LLP as Independent Auditors for Fiscal 2012 as approved. The results were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 72,652,092 | 348,238 | 11,161 | 0 |

Proposal 3

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

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 67,249,342 | 282,018 | 36,104 | 5,444,027 |

Proposal 4

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

| 1 Yr | 2 Yrs | 3 Yrs | Abstain |
|------------|--------|-----------|---------|
| 64,031,204 | 66,988 | 3,446,752 | 22,520 |

Item 7.01. Regulation FD Disclosure

In the Press Release, the Registrant announced that on November 3, 2011, the Board of Directors declared a quarterly dividend to common stock shareholders in the amount of \$0.16 per share. The dividend will be payable on December 29, 2011 to shareholders of record at the close of business on December 9, 2011.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99 Press Release, dated November 3, 2011

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.

BRINKER INTERNATIONAL, INC.

Date: November 3, 2011

By: /s/ Douglas H. Brooks
Douglas H. Brooks
Chairman of the Board, President and Chief Executive Officer