
**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): May 16, 2018

DUNKIN' BRANDS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-35258
(Commission
File Number)

20-4145825
(IRS Employer
Identification Number)

130 Royall Street
Canton, Massachusetts 02021
(Address of registrant's principal executive office)

(781) 737-3000
(Registrant's telephone number)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Selection 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2018 Annual Meeting of Stockholders of Dunkin' Brands Group, Inc. (the "Company") was held on May 16, 2018. A total of 78,910,271 shares were present or represented by proxy at the meeting, representing approximately 95.4% of all shares entitled to vote at the Annual Meeting. The matters presented for a vote and the related results are as follows:

1. ELECTION OF DIRECTORS

Proposal one was the election of three nominees to serve as directors of the Company each for a term of three years. The result of the vote was as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Mark Nunnally	67,354,984	844,360	10,710,927
Roland Smith	68,050,718	148,626	10,710,927
Carl Sparks	68,076,705	122,639	10,710,927

Pursuant to the foregoing votes, the three nominees listed above were elected to serve on the Company's Board of Directors. There were no additional Director nominations brought before the meeting.

2. ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY-ON-PAY)

Proposal two was the advisory vote on the approval of the executive compensation of the named executive officers of the Company. The result of the vote was as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
67,020,997	1,038,925	139,422	10,710,927

Pursuant to the foregoing vote, the stockholders adopted a non-binding advisory resolution indicating their approval of the compensation paid to the Company's named executive officers.

3. ADVISORY VOTE ON THE FREQUENCY OF FUTURE SAY ON PAY VOTES

Proposal three was the advisory vote with respect to the frequency of future advisory votes on the executive compensation of the named executive officers of the Company. The result of the vote was as follows:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
63,632,178	62,344	4,395,659	109,163	10,710,927

In light of the outcome of this vote, the Board of Directors has made the determination to continue to hold the advisory vote on the compensation of the Company's named executive officers on an annual basis.

4. RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

Proposal four was the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the current fiscal year. The result of the vote was as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
77,711,347	1,092,754	106,170

Pursuant to the foregoing vote, the ratification of KPMG LLP as the Company's independent registered public accounting firm for the current fiscal year was approved.

Item 8.01. Other Events.

On May 22, 2018, the Company issued a press release announcing that its Board of Directors authorized a new share repurchase program for up to an aggregate of \$250 million of its outstanding common stock. The authorization is valid for a period of two years. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Dunkin' Brands Group, Inc. announcing Board approval of new share repurchase authorization

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 hereunto duly authorized.

**DUNKIN' BRANDS
GROUP, INC.**

By: /s/ Richard Emmett
Richard Emmett
Chief Legal and
Human Resources
Officer

Date: May 22, 2018

EXHIBIT INDEX

99.1 [Press Release of Dunkin' Brands Group, Inc. announcing Board approval of new share repurchase authorization](#)



Dunkin' Brands Announces Board Authorization of \$250 Million Share Repurchase Program

Company has returned over \$2.65 billion to shareholders as a public company

CANTON, Mass. (May 22, 2018) - Dunkin' Brands Group, Inc. (Nasdaq: DNKN), the parent company of Dunkin' Donuts (DD) and Baskin-Robbins (BR), today announced that its Board of Directors has approved a new program for the repurchase of up to \$250 million of the Company's common stock.

"Our asset-light, fully franchised business model has allowed us to return over \$2.65 billion to shareholders in the form of share repurchases and dividends since we became a public company in 2011," said Kate Jaspon, Chief Financial Officer, Dunkin' Brands. "This new authorization demonstrates our continued commitment to using our strong balance sheet to return capital to our shareholders."

Repurchases under the new program may be made at management's discretion from time to time on the open market or through privately negotiated transactions. The authorization is good for a period of two years.

As previously announced, in February 2018, the Company entered into an agreement for the repurchase of an aggregate of \$650 million of its outstanding common stock through an accelerated share repurchase program and received an initial delivery of approximately 8.5 million shares. Final settlement of the accelerated share repurchase program is expected to be completed in August 2018. The Company had approximately 83 million shares of common stock outstanding as of May 4, 2018.

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About Dunkin' Brands Group, Inc.

With more than 20,000 points of distribution in more than 60 countries worldwide, Dunkin' Brands Group, Inc. (Nasdaq: DNKN) is one of the world's leading franchisors of quick service restaurants (QSR) serving hot and cold coffee and baked goods, as well as hard-serve ice cream. At the end of the first quarter 2018, Dunkin' Brands' 100 percent franchised business model included more than 12,500 Dunkin' Donuts restaurants and more than 7,900 Baskin-Robbins restaurants. Dunkin' Brands Group, Inc. is headquartered in Canton, Mass.

Forward-Looking Statements

This release contains projections and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Generally, these statements can be identified by the use of words such as "anticipate," "believe," "could," "estimate," "expect," "feel," "forecast," "intend," "may," "plan," "potential," "project," "should," "would," and similar expressions intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. These projections and statements reflect management's current views with respect to future events and financial performance. No assurances can be given, however, that these events will occur or that these projections will be achieved, and actual results could differ materially from those projected as a result of certain risk factors. A discussion of these risk factors is included in the Company's periodic reports filed with the Securities and Exchange Commission. Except as required by applicable law, we do not undertake to publicly update or revise any of these forward-looking statements, whether as a result of new information, future events or otherwise.

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