

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 4  
To  
SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**Brinker International, Inc.**

(Name of Subject Company (issuer))

**Brinker International, Inc. (Offeror and Issuer)**

(Names of Filing Persons (identifying status as offeror, issuer or other person))

**Common Stock, par value \$0.10 per share**  
(Title of Class of Securities)

**10964110**

(CUSIP Number of Class of Securities)

**Roger F. Thomson**  
**Executive Vice President, Chief Administrative Officer, General Counsel and Secretary**  
**Brinker International, Inc.**  
**6820 LBJ Freeway**  
**Dallas, Texas 75240**  
**(972) 980-9917**

(Name, address and telephone number of person authorized to  
receive notices and communications on behalf of filing person)

*Copy to:*

**Robert S. Risoleo**  
**Sullivan & Cromwell LLP**  
**1701 Pennsylvania Avenue, NW**  
**Washington, DC 20006**  
**(202) 956-7500**

**CALCULATION OF FILING FEE\***

**Transaction Valuation\***

\$ 450,000,000

**Amount of Filing Fee\*\***

\$ 48,150.00

\* Calculated solely for purposes of determining the filing fee. This amount is based on the purchase of 11,250,000 shares of Common Stock at the maximum tender offer price of \$40.00 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$107.00 per million of the aggregate amount of cash offered by Brinker International, Inc.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$48,150.00

Filing Party: Brinker International, Inc.

Form or Registration No.: Schedule TO-I

Date Filed: August 29, 2006

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

## INTRODUCTION

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on August 29, 2006, as amended and supplemented by Amendment No. 1 thereto filed with the Commission on September 26, 2006, Amendment No. 2 thereto filed with the Commission on September 28, 2006, and Amendment No. 3 thereto filed with the Commission on September 29, 2006 (the "Schedule TO"), by Brinker International, Inc., a Delaware corporation (the "Company"), relating to the offer by the Company to purchase for cash up to 11,250,000 shares of its common stock, \$0.10 par value per share, or such lesser number of shares as are properly tendered and not properly withdrawn, at a price per share not greater than \$40.00 nor less than \$35.25, net to the seller in cash, without interest, on the terms and subject to the conditions set forth in the Offer to Purchase, dated August 29, 2006, as amended and supplemented by the Supplement to the Offer to Purchase, dated September 27, 2006, and the related Amended Letter of Transmittal, which, together with any amendments or supplements from time to time thereto, collectively constitute the "Offer." A copy of the Offer to Purchase, the Supplement to the Offer to Purchase and the related Amended Letter of Transmittal were previously filed with the Schedule TO as Exhibits (a)(1)(A), (a)(1)(K) and (a)(1)(L), respectively.

The information in the Offer, including all schedules and annexes thereto, which were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

### **Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On October 12, 2006, the Company issued a press release announcing the preliminary results of the Offer, which expired at 12:00 midnight, Eastern time, on Wednesday, October 11, 2006. A copy of the press release is filed as Exhibit (a)(1)(Q) to this Schedule TO and is incorporated herein by reference.

### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit, which is filed herewith:

(a)(1)(Q) Press Release, dated October 12, 2006

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## SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 4 is true, complete and correct.

### **Brinker International, Inc.**

By: /s/ Roger F. Thomson  
Name: Roger F. Thomson  
Title: Executive Vice President, Chief Administrative Officer,  
General Counsel and Secretary

Date: October 12, 2006

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Contacts: Media Relations  
(800) 775-7290

Laura Conn, Investor Relations  
(972) 770-5810

**BRINKER INTERNATIONAL ANNOUNCES**

**PRELIMINARY RESULTS OF TENDER OFFER**

DALLAS (Oct. 12, 2006) — Brinker International, Inc. (NYSE: EAT) announced today the preliminary results of its modified “Dutch Auction” tender offer, which expired at midnight, Eastern Time on Oct. 11, 2006.

Based on a preliminary count by Mellon Investor Services, the depository for the tender offer, Brinker expects to accept for purchase approximately 1,259,241 shares of its common stock at a purchase price of \$40 per share, for a total cost of \$50.4 million. These shares represent approximately 1.5 percent of Brinker’s total shares of common stock outstanding as of the quarter ended Sept. 27, 2006. Because the number of shares of common stock validly tendered at or below the purchase price was less than the number of shares that Brinker offered to purchase, proration will not be necessary.

The number of shares to be purchased and the purchase price per share are preliminary. Final results for the tender offer will be determined subject to confirmation by the depository of the proper delivery of the shares validly tendered and not withdrawn. The actual number of shares to be purchased and the purchase price per share will be announced following the completion of the confirmation process. Payment for the shares accepted for purchase will occur promptly thereafter.

In the tender offer, Brinker offered to purchase up to 11,250,000 shares of its outstanding common stock at a price per share not greater than \$40 and not less than \$35.25, for a maximum aggregate purchase price of \$450 million.

All inquiries about the tender offer should be directed to the information agent, D. F. King at (800) 578-5378 or collect at (212) 269-5550.

At the end of fiscal year 2006, Brinker International either owned, operated, or franchised 1,622 restaurants under the names Chili’s Grill & Bar (1,200 units), Romano’s Macaroni Grill (241 units), Maggiano’s Little Italy (37 units), and On The Border Mexican Grill & Cantina (144 units).

The statements contained in this release that are not historical facts are forward-looking statements. These forward-looking statements involve risks and uncertainties and, consequently, could be affected by general business and economic conditions, the

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impact of competition, the impact of acquisitions and divestitures, the seasonality of the company’s business, adverse weather conditions, future commodity prices, fuel and utility costs and availability, terrorists acts, consumer perception of food safety, changes in consumer taste, health epidemics or pandemics, changes in demographic trends, availability of employees, unfavorable publicity, the company’s ability to meet its growth plan, acts of God, governmental regulations, and inflation.

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