

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 21, 2014

BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-10275
(Commission File
Number)

75-1914582
(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 21, 2014, in light of deferred compensation rules promulgated by the Internal Revenue Service, the Board of Directors for the Registrant approved an amendment to the Bylaws of the Registrant, effective August 21, 2014, to shift the timing of the one-year term of service of a director to run concurrent with the calendar year following their election to the Board. Prior to this amendment, a director's one-year term of service ran from the date of the election until the next annual shareholder meeting. A copy of the amended Bylaw sections are attached hereto as Exhibit 3.1 to this Current Report on Form 8-K.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

3.1 Article III, Sections 2 and 5 of Bylaws, as amended.

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: August 26, 2014	By:	/s/ Wyman T. Roberts
		Wyman T. Roberts, Chief Executive Officer and President and President of Chili's Grill & Bar

ARTICLE III

BOARD OF DIRECTORS

Section 2. Number, Qualification and Term of Office. The number of directors which shall constitute the whole Board of Directors shall not be less than one nor more than twelve. The number of directors which shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors. Directors need not be shareholders. The directors shall be elected at the annual meeting of the shareholders, except as provided in Sections 4 and 5 of this Article III.

(a) The term of any director elected at any annual meeting shall be a one (1) year term commencing on the first (1st) day of January following their election and expiring on thirty-first (31st) day of the following December, except that term of any director who is not re-elected (or, who has elected not to stand for re-election) at any subsequent annual meeting shall expire on the date of such annual meeting.

(b) With respect to any new director who is elected for the first time at any annual meeting of shareholders, each such newly-elected director shall hold office for an interim term commencing on the date of their election until the thirty-first (31st) day of the following December. Thereafter, each such director shall hold office for a term as set forth in subparagraph (a) above.

(c) With respect to any director who is elected at the annual meeting of shareholders in October 2014, each such director shall hold office for an interim term commencing on the date of their election until December 31, 2014. Thereafter, each such director shall hold office for a term as set forth in subparagraph (a) above.

(d) Each director shall hold office for their term as set forth above and his successor is elected and qualified, or until his death or retirement or until he shall earlier resign or shall earlier be removed in the manner hereinafter provided.

Section 5. Vacancies. In the event of open directorships resulting from resignation or removal of directors and/or any increase in the authorized number of directors, then person(s) to fill such open directorships may be chosen by a majority of the directors then in office though less than a quorum, or by a sole remaining director, and the person(s) so chosen shall hold office as director(s) until the thirty-first (31st) day of the following December, except that term of any such director who is not re-elected (or, who has elected not to stand for re-election) at the next annual meeting shall expire on the date of such annual meeting. Any director so chosen shall hold for a term as set forth in the preceding sentence and until their successors are elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.