UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.   )

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

Brinker International, Inc.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

BRINKER INTERNATIONAL®

Making People Feel Special

2016 Notice of Annual Meeting and Proxy Statement

6820 LBJ Freeway
Dallas, Texas 75240
(972) 980-9917

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held November 16, 2016

September 28, 2016

Dear Shareholder:

We invite you to attend the annual meeting of shareholders of Brinker International, Inc. to be held at 9:00 a.m. (CDT), on Wednesday, November 16, 2016, at the Brinker International, Inc. principal executive office campus, in the building located at 6700 LBJ Freeway, Dallas, Texas 75240. At the meeting, we will: (1) elect nine (9) directors for one-year terms; (2) vote on the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal 2017 year; (3) cast an advisory vote on executive compensation; and (4) conduct any other business properly brought before the meeting.

Your Board of Directors has chosen September 19, 2016 as the date used to determine the shareholders who will be able to attend and vote at the annual meeting. If you owned shares in Brinker, at the end of business on that day, you are invited to attend the annual meeting. Seating at the meeting will be limited to Brinker's shareholders, proxy holders and invited guests of Brinker. If you own your shares in your own name, please bring photo identification to the meeting. If you hold your shares through a bank, broker or other third party, please bring photo identification and a current statement from that party showing your ownership. Please note that cameras, recording equipment and other electronic devices will not be permitted at the meeting.

Your vote is important. Whether or not you plan to be present at the meeting, please take time to vote. If you decide not to attend the annual meeting, you may vote on these proposals by proxy. To do so, please cast your vote, as instructed in the Notice of Internet Availability of Proxy Materials you received, over the Internet or by telephone after your review of the proxy materials at *www.proxyvote.com* (by using your 12-digit control number on the Notice of Internet Availability of Proxy Materials to access the website) or, upon your request, after receipt of hard copies of proxy materials. We ask that you cast your vote as promptly as possible. You may also request a paper copy of the proxy card to submit your vote, if you prefer. **We do encourage you to vote by Internet.** It is convenient and saves postage and processing costs. If you have voted by the Internet, by mail or by telephone and later decide to attend the annual meeting, you may come to the meeting and vote in person.

We look forward to seeing you at the meeting.

Very truly yours,

Wyman T. Roberts
President and Chief Executive Officer

BRINKER INTERNATIONAL, INC.
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PROXY SUMMARY

This summary highlights selected information that is provided in more detail throughout the Proxy Statement. This summary does not contain all of the information you should consider before voting, and you should read the entire Proxy Statement before casting your vote.

ANNUAL MEETING INFORMATION

Wednesday, November 16, 2016 9:00 AM CST	Brinker International Inc. Principal Executive Office 6700 LBJ Freeway Dallas, Texas 75240

SHAREHOLDERS ACTION

Proposals	Board Voting Recommendation	Votes Required	Page Reference
Proposal 1—Election of Directors	FOR each nominee	Majority	4 - 8
Proposal 2—Ratification of Independent Registered Public Accounting Firm	FOR	Majority	9
Proposal 3—Advisory Vote on Executive Compensation	FOR	Majority	10

VOTING YOUR SHARES

Your vote is important. Whether you plan to attend the annual meeting or not, we encourage you to follow the instructions on the Notice of Internet Availability of Proxy Materials. You may vote:

By Internet
Visit *www.proxyvote.com*, and enter your 12-digit control number needed to access the site (you may find this number on your Notice of Internet Availability of Proxy Materials)

By Mail
Request, complete and mail a paper proxy card, as outlined in the Notice of Internet Availability of Proxy Materials

By Phone
Call phone number located on proxy card

In Person
Attend annual meeting and vote by ballot

If you submit your proxy by telephone or Internet, you do not need to return your proxy card by mail.

ANNUAL MEETING ADMISSION

Voting:	Only shareholders as of the Record Date (September 19, 2016) are entitled to vote.
Attending the Annual Meeting in Person:	If you are a registered shareholder (the shares are held in your name), you must present valid identification to vote at the annual meeting. If you are beneficial shareholder (your shares are held in the name of a bank or brokerage firm), you will also need to obtain a "legal proxy" from the registered shareholder to vote at the annual meeting.

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INFORMATION ABOUT THE BOARD OF DIRECTORS

Committees of the Board of Directors

The Board of Directors has the following standing committees and current committee composition:

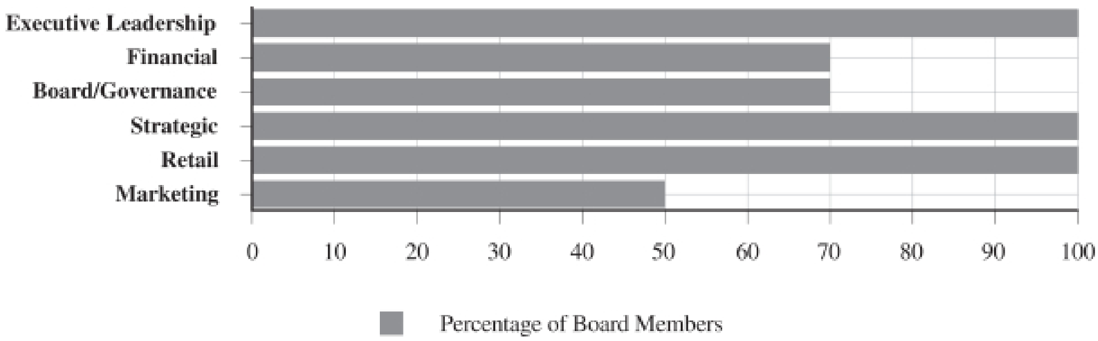
Board Members	Audit Committee	Compensation Committee	Governance & Nominating Committee
Joseph M. DePinto*			
Elaine L. Boltz	M		M
Harriet Edelman	M		C
Michael A. George	M	M	
William T. Giles	C	M	
Gerardo I. Lopez	M		M
Jon L. Luther**		M	M
George R. Mrkonic		C	M
Jose Luis Prado		M	
Wyman T. Roberts***			
Meetings During Fiscal 2016	9	4	5

C—Committee Chair
M—Member

* Chairman of the Board
** Mr. Luther is leaving the Board of Directors at the end of his current term on November 15, 2016.
*** As the only non-independent member of the Board, Mr. Roberts does not serve on any Board committees.

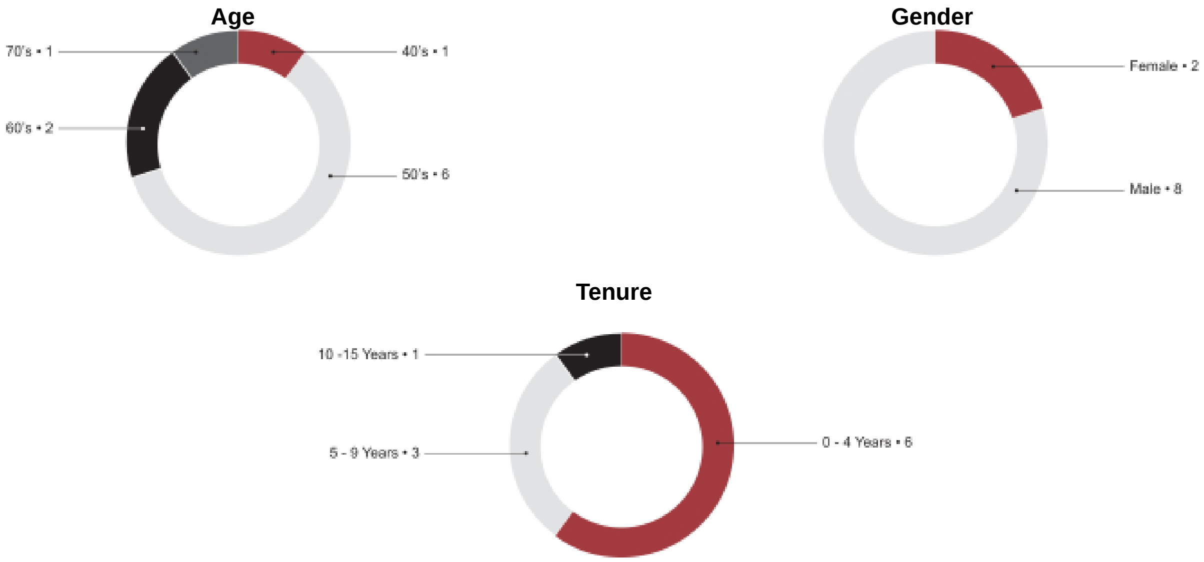
Board Skills and Core Competencies

Our Board is comprised of directors who have a variety of skills and core competencies as noted in the chart below:



Our Board is also diverse in age, tenure and gender, as reflected on the following illustrations:

Board Diversity



PROPOSAL 1

ELECTION OF DIRECTORS

Your proxy will be used to vote **FOR** the election of all of the nominees named below unless you abstain from voting or vote against the nominees when you send in your proxy. If any nominee becomes unavailable for election as a result of an unexpected occurrence, we will use your shares to vote for a substitute nominee that the Board of Directors proposes unless you have abstained from voting or voted against the nominees. Each person nominated for election has agreed to serve if elected, and we have no reason to believe that any nominee will be unavailable to serve. All nominees are currently serving as directors of the Company and all were elected by the shareholders at the 2015 annual meeting of shareholders.

Information About Nominees

We are furnishing below certain biographical information about each of the nine nominees for director. Also included is a description of the experience, qualifications, attributes and skills of each nominee:

Elaine L. Boltz

Ms. Boltz is the Senior Vice President, E-Commerce, for The TJX Companies, Inc. since March 2011. Before joining TJX, Ms. Boltz was Senior Vice President of Strategy, E-Commerce and Marketing for Chico's FAS, Inc., and a member of the company's Executive Committee from January 2008 to December 2009. Prior to this role, she served as Executive Vice President, Chief Strategy and Marketing Officer for Ann Inc. From 1996 to 2004, she was with the Boston Consulting Group, where she was a Principal within the retail consulting practice. Ms. Boltz currently serves as a Board Member for Shop.org and on the Board and Executive Committee of the Massachusetts Innovation & Technology Exchange.

Director since 2015	**Specific Qualifications, Attributes, Skills and Experience:**
Age: 47 **Board Committees:** Audit and Governance & Nominating **Other Public Company Boards:** None	Ms. Boltz brings an extensive career as an executive leader working in multi-site retail and consumer service environments. She has significant experience in strategy, marketing, e-commerce and digital business in the retail industry.

Joseph M. DePinto

Mr. DePinto is Chairman of the Board of Directors of the Company, serving in this position since November 2013, and is President and Chief Executive Officer of 7-Eleven, Inc., serving in this position since December 2005. Previously, Mr. DePinto served as President of GameStop Corporation from March 2005 to December 2005. Prior to GameStop, he was employed by 7-Eleven, Inc. from 2002 to 2005 in various roles, most recently Vice President, Operations from 2003 to 2005. Mr. DePinto currently serves on the Board of Directors of 7-Eleven, Inc. and 7 & i Holdings Co., and previously served on the Board of OfficeMax, Inc. He also serves on the Boards of the Business Executives for National Security, the Retail Industry Leaders Association, the UT Southwestern Medical Foundation, and the SMU Cox School of Business.

Director since 2010	**Specific Qualifications, Attributes, Skills and Experience:**
Age: 53 **Board Committees:** None **Other Public Company Boards:** 7 & i Holdings Co.	Mr. DePinto brings his skills and knowledge as chief executive of a large multi-unit retail company operating in domestic and international markets, as well as his experience serving on the boards of other large or public companies. He provides a significant, broad based understanding of leading a large and/or public company, as well as a unique understanding of all aspects of retailing, including operations, marketing, finance and strategic planning.

Harriet Edelman

Ms. Edelman is Vice-Chairman of Emigrant Bank since November 2010. Previously, Ms. Edelman served as Advisor to the Chairman of Emigrant Bank from June 2008 through October 2010. Prior to Emigrant Bank, Ms. Edelman served as a member of the Executive Committee of Avon Products, Inc., as Senior Vice President and Chief Information Officer of Avon Products, Inc. from January 2000 through March 2008, as Senior Vice President, Global Supply Chain from May 1996 to January 2000, and also served in executive roles in Sales and Marketing. Ms. Edelman serves on the Board of UCB Pharma. She also serves on the Board of Trustees of Bucknell University and is a Trustee and Member of the Executive Committee of the New York Blood Center.

Director since 2008	**Specific Qualifications, Attributes, Skills and Experience:**
Age: 60 **Board Committees:** Audit and Governance & Nominating **Other Public Company Boards:** UCB Pharma	Ms. Edelman brings more than fifteen years of experience serving on large public company boards; working as a senior officer in a worldwide retail company in areas of marketing, sales, information technology, e-commerce, supply chain management and global business; and, leading a financial services enterprise.

Michael A. George

Mr. George is the President and Chief Executive Officer for QVC, Inc. since November 2005. Previously, Mr. George served in various executive roles at Dell, Inc., including Chief Marketing Officer and Vice President and General Manager of U.S. Consumer Business from March 2001 to November 2005. Mr. George also held various roles at McKinsey & Co., Inc. from August 1985 to March 2001. Mr. George currently sits on the Board of Directors for Liberty Interactive Corporation, the Kimmel Center, Alex's Lemonade Stand Foundation and the Pennsylvania Business Council. Mr. George is also Chair of the Corporate Advisory Council for the National Constitution Center.

Director since 2013	**Specific Qualifications, Attributes, Skills and Experience:**
Age: 55 **Board Committees:** Audit and Compensation **Other Public Company Boards:** Liberty Interactive Corporation	Mr. George brings his skills and knowledge as chief marketing officer of a large consumer products company and chief executive of a large digital consumer products company. He provides an extensive background into brand strategy, marketing, and retail with unique insights into brand engagement with consumers. He also has public company board experience.

William T. Giles

Mr. Giles is the Chief Financial Officer and Executive Vice President, Finance, Information Technology and ALLDATA for AutoZone since October 2012. Prior to that, he served as Chief Financial Officer and Executive Vice President, Finance, Information Technology and Store Development from January 2007 to October 2012, Chief Financial Officer and Treasurer from June 2006 to December 2006, and Executive Vice President and Chief Financial Officer beginning in May 2006. Mr. Giles was previously employed with Linens Holding Co. (formerly Linens N Things) for 15 years, where he served as Chief Financial Officer from October 1997 to April 2006, Executive Vice President from May 2003 to April 2006, and served as its Principal Accounting Officer until April 2006. Mr. Giles is a member of the American Institute of Certified Public Accountants and the New York State Society of CPAs. Mr. Giles currently sits on the Board of Directors for AutoZone, Inc., Youth Villages, The AutoZone Liberty Bowl and Lausanne Collegiate School.

Director since 2013	**Specific Qualifications, Attributes, Skills and Experience:**
Age: 57 **Board Committees:** Audit and Compensation **Other Public Company Boards:** AutoZone, Inc.	Mr. Giles brings more than thirty years of financial proficiency and business leadership in the retail products industry and skills as chief financial officer of a public company. He provides unique insights into the strategic, governance and financial issues facing public companies in the retail industry.

Gerardo I. Lopez

Mr. Lopez is the President and Chief Executive Officer of Extended Stay America, Inc. and its paired-share REIT, ESH Hospitality, Inc. since August 2015. Mr. Lopez previously served as President, Chief Executive Officer and Director of AMC Entertainment, Inc. from March 2009 to August 2015, the Executive Vice President of Starbucks Coffee Company and President of Global Consumer Products, Seattle's Best Coffee and Foodservice divisions from September 2004 to March 2009, and President of Handleman Company from November 2001 to September 2004. Mr. Lopez also held a variety of executive management positions with International Home Foods, Frito Lay, Pepsi-Cola and the Procter & Gamble Company. Mr. Lopez currently sits on the Board of Directors of Extended Stay America, Inc. and CBRE, Inc., and previously served on the Boards of AMC Entertainment Holdings, Inc., Digital Cinema Implementation Partners, National Cinemedia, LLC., Open Road Films and Recreational Equipment, Inc.

Director since 2013	**Specific Qualifications, Attributes, Skills and Experience:**
Age: 57 **Board Committees:** Audit and Governance & Nominating **Other Public Company Boards:** Extended Stay America, Inc. and CBRE, Inc.	Mr. Lopez brings his skills, knowledge and business leadership as a senior executive at hospitality, entertainment and consumer products companies, as well as his public company board experience. His extensive experience in the U.S. and abroad provides valuable insight into consumer needs and marketplace trends and strategies currently influencing the retail and restaurant industries.

George R. Mrkonic

Mr. Mrkonic is the Non-Executive Chairman (Director since 1999; Chairman since 2005) of Paperchase Products Limited, London, UK, a retailer of cards, stationary, wrap and gifts in the UK, Europe and the Middle East. Previously he was President of Borders Group, Inc. from December 1994 until January 1997, and Vice Chairman from December 1994 until January 2002. Mr. Mrkonic currently serves as a Director for AutoZone, Inc. and Ulta Salon, Cosmetics & Fragrance, Inc., and also previously served on the Boards of Pacific SunWear of California, Inc. and Syntel, Inc.

Director since 2003	**Specific Qualifications, Attributes, Skills and Experience:**
Age: 64 **Board Committees:** Compensation and Governance & Nominating **Other Public Company Boards:** AutoZone, Inc. and Ulta Salon, Cosmetics & Fragrance, Inc.	Mr. Mrkonic brings his thirty-plus years of experience in the retail industry, as well as his knowledge and skills as a senior executive and director of large public companies. He provides a broad understanding of the complex strategic, governance and financial issues facing large multinational public companies in the current economic environment.

Jose Luis Prado

Mr. Prado is the Chairman and Chief Executive Officer of Evans Food Group, Ltd. since April 8, 2016. Mr. Prado previously served as President of Quaker Oats North America, a division of PepsiCo, Inc., from January 2011 to September 2014, and as President and Chief Executive Officer of Grupo Gamesa-Quaker, PepsiCo International, Monterrey, Mexico, from August 2002 to December 2010. Mr. Prado currently serves as a Director for Northern Trust Corporation, Chicago Counsel on Global Affairs, Lyric Opera, National Museum of Mexican Art and Chicago Symphony Orchestra.

Director since 2015 **Age:** 61 **Board Committees:** Compensation **Other Public Company Boards:** Northern Trust Corporation	**Specific Qualifications, Attributes, Skills and Experience:** Mr. Prado brings over thirty years of leadership experience in the global food and beverage industry. He also provides strategic planning, risk oversight, substantial international experience and public company board experience.

Wyman T. Roberts

Mr. Roberts is President and Chief Executive Officer of the Company, having been appointed to this position in January 2013. Mr. Roberts previously served as President of Chili's Grill & Bar from November 2009 to June 2016, as Senior Vice President, Maggiano's Little Italy President and Chief Marketing Officer since March 2009, and Senior Vice President and Maggiano's Little Italy President since August 2005. Mr. Roberts previously served as Executive Vice President and Chief Marketing Officer for NBC's Universal Parks & Resorts from December 2000 until August 2005. Mr. Roberts was previously employed by Darden Restaurants, Inc. for 16 years where he most recently served as Executive Vice President, Marketing. Mr. Roberts currently sits on the Board of Directors of SP Plus Corporation.

Director since 2013 **Age:** 57 **Board Committees:** None **Other Public Company Boards:** SP Plus Corporation **Restaurant Industry Experience:** 32 Years	**Specific Qualifications, Attributes, Skills and Experience:** Mr. Roberts brings over thirty years of hands-on experience in the casual dining and entertainment industries, serving in various senior leadership roles in both industries, as well as public company board experience. He provides knowledge and understanding of the restaurant industry, and the leadership ability to continue executing on the Company's strategic vision.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* EACH OF THE NOMINEES FOR DIRECTOR.

PROPOSAL 2

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors selected KPMG LLP as our independent registered public accounting firm for fiscal 2017. Although we are not required to submit this matter to you, the Board of Directors believes that it is good corporate governance to do so. This proposal asks you to ratify this selection. If the appointment of KPMG LLP is not ratified by you, the Audit Committee will reconsider the appointment. Representatives of KPMG LLP are expected to be present at the annual meeting. They will have the opportunity to make a statement if they so desire and they will be available to respond to appropriate questions that you may have.

Audit Fees

The following table sets forth the aggregate fees billed, or estimated to be billed, to us for the fiscal years ended June 29, 2016 and June 24, 2015, by our independent registered public accounting firm, KPMG LLP:

Fiscal Year	Annual Audit Fees(1)	Audit-Related Fees(2)	Tax Fees(3)	All Other Fees(4)
2016	$ 871,600	$ 7,500	$ 339,500	$ —
2015	$ 755,500	$ 7,500	$ 438,000	$ —

(1) For fiscal 2016, annual audit fees related to professional services rendered for the audit of our annual consolidated financial statements, reviews of our quarterly consolidated financial statements, and the audit of internal control over financial reporting ($866,100) and the issuance of a consent for franchise disclosure documents ($5,500).

For fiscal 2015, annual audit fees related to professional services rendered for the audit of our annual consolidated financial statements, reviews of our quarterly consolidated financial statements, and the audit of internal control over financial reporting ($750,000) and the issuance of a consent for franchise disclosure documents ($5,500).

(2) For fiscal 2016, audit-related fees related to the evaluation of technical accounting treatment of certain transactions.

For fiscal 2015, audit-related fees related to the evaluation of technical accounting treatment of certain transactions.

(3) For fiscal 2016, all tax fees were for review of income tax returns, sales tax returns and consultations regarding federal, state, local and international tax matters.

For fiscal 2015 all tax fees were for review of income tax returns, sales tax returns and consultations regarding federal, state, local and international tax matters.

(4) For fiscal 2016, there were no other fees.

For fiscal 2015, there were no other fees.

The Audit Committee has established policies and procedures for the approval and pre-approval of audit services and permitted non-audit services. The Audit Committee has the responsibility to do the following:

- to engage and terminate our independent registered public accounting firm;
- to pre-approve their audit services and permitted non-audit services;
- to approve all audit and non-audit fees; and
- to set guidelines for permitted non-audit services and fees.

All of the fees for fiscal 2016 and 2015 were pre-approved by the Audit Committee or were within pre-approved guidelines for permitted non-audit services and fees established by the Audit Committee. For fiscal year 2016, the Audit Committee set a pre-approved maximum total fee expenditure for unscheduled, on-going audit and tax services with KPMG LLP of $200,000. In addition, if the fee for a particular item exceeded $40,000, Audit Committee approval was required.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017.

PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by SEC rules, we are asking you to provide an advisory, non-binding vote to approve the compensation awarded to our named executive officers, as we have described it in the "Executive Compensation" section of this Proxy Statement, beginning on Page 22.

As described in detail in the Compensation Discussion and Analysis section, the Compensation Committee oversees the program and compensation awarded, adopting changes to the program and awarding compensation as appropriate to reflect the Company's circumstances and to promote the main objectives of the program. These objectives include: to attract and retain top-level, talented leaders in a highly competitive environment; to reward increased shareholder returns and profitable growth; and to align pay to performance.

We are asking you to indicate your support for our named executive officer compensation. We believe that the information we have provided in this Proxy Statement demonstrates that our compensation program is designed appropriately and works to ensure that the interests of our executive officers, including our named executive officers, are aligned with your interest in long-term value creation.

Accordingly, we ask you to approve the following resolution at the annual meeting:

RESOLVED, that the shareholders of Brinker International, Inc. approve the compensation awarded to the Company's named executive officers, as disclosed, pursuant to SEC Rules, in the Compensation Discussion and Analysis section, the accompanying compensation tables and related narrative in the Proxy Statement for the Company's 2016 annual meeting of shareholders.

This advisory resolution is non-binding on the Board of Directors. Although non-binding, the Board and Compensation Committee will review the voting results and consider your concerns in their continued evaluation of the Company's compensation program. Because this vote is advisory in nature, it will not affect any compensation already paid or awarded to any named executive officer; and it will not be binding on or overrule any decisions by the Board of Directors; nor will it restrict or limit the ability of the shareholders to make proposals for inclusion in proxy materials related to executive compensation.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* THE APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.

INFORMATION ABOUT THE BOARD OF DIRECTORS AND GOVERNANCE OF THE COMPANY

Director Independence

The Board reviews the independence of each non-employee director annually to confirm that the director continues to meet our standards, as well as the applicable requirements of the New York Stock Exchange ("NYSE") and rules of the SEC. No member of the Board will be considered independent unless the Board determines that he or she has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board will not determine any director to be independent if he or she has or has had any of the relationships set forth in the NYSE rules during the time periods specified in such rules. The Board will describe in the proxy statement the basis for determining whether any relationship is immaterial.

The Board of Directors has affirmatively determined each of the following directors is an "independent" director as such term is defined, and as required by our Corporate Governance Guidelines and the requirements of the SEC and NYSE.

Elaine L. Boltz	Michael A. George	George R. Mrkonic
Joseph M. DePinto	William T. Giles	Jose Luis Prado
Harriet Edelman	Gerardo I. Lopez	

The only member of the Board who is not independent is Wyman T. Roberts. Mr. Roberts, as President and CEO of the Company, is the only employee member of the Board. The Board has further determined that no material relationship exists between us and each non-employee director outside of their service as a member of the Board of Directors. In this proxy statement we may refer to these directors individually as an "Independent Director" and collectively as the "Independent Directors."

Board Structure

The Board of Directors does not have classes where a director serves multi-year terms. Each director serves for a one-year term and is subject to re-election by you each year. Prior to recommending a director for nomination for re-election, the Governance and Nominating Committee considers many things, including:

- the quality of past director service and attendance at Board of Directors and Committee meetings;
- whether the director continues to possess the qualities and capabilities considered necessary or desirable for director service;
- input from other members of the Board of Directors concerning the performance of that director through the Board's periodic peer review process, if applicable;
- the independence of the director; and
- whether the director has met any age limits for continued service.

A non-employee director is expected to serve at least four one-year terms (subject to annual renomination and re-election). Presently, Ms. Edelman and Messrs. DePinto and Mrkonic have served more than four one-year terms. The remaining members of the Board of Directors have served less than four one-year terms, and reflect the Board's consistent evaluation and appointment of new members with relevant skills and experience. During fiscal years 2015 and 2016, the Board appointed two new members, Ms. Boltz and Mr. Prado, as part of succession planning and refreshment of the Board in anticipation of the retirement of a previous director in 2015.

Mr. Luther is leaving the Board of Directors at the end of his current term on November 15, 2016, after five years of service.

Board Committees

The charters for each of the committees, as well as our Corporate Governance Guidelines, are available at no charge to you in the Corporate Governance section of our internet website (*http://www.brinker.com/investors/Corporate_Governance.html*) or by written request directed to us, at 6820 LBJ Freeway, Dallas, Texas 75240, Attention: Corporate Secretary.

The Board of Directors has affirmatively determined that each member of the Audit, Compensation, and Governance and Nominating Committees meets the independence requirements applicable to those committees required by the NYSE and the SEC.

Audit Committee

The role of the Audit Committee is provided to you in the "Report of the Audit Committee" later in this Proxy Statement (page 44). The Board of Directors has determined that Messrs. Giles and Mrkonic are "audit committee financial experts" as such term is defined in the SEC's Regulation S-K. Further, the Board of Directors has determined the members of the Audit Committee are "financially literate" as such term is defined by the NYSE and the Audit Committee satisfies the "financial management expertise" standard required by the NYSE.

Compensation Committee

A discussion of the specific nature of the Compensation Committee's responsibilities and compensation philosophy as they relate to our executive officers is provided to you in the "Compensation Discussion and Analysis" and "Report of the Compensation Committee" later in this Proxy Statement (pp. 22 and 37).

Governance and Nominating Committee

The Governance and Nominating Committee performs the following functions:

- recommends to the Board of Directors potential members to be added as new or replacement members to the Board of Directors;
- recommends to the Board of Directors the nominees for election to the Board of Directors at the annual shareholders meeting;
- reviews and recommends to the Board of Directors the compensation paid to non-management Board members;
- reviews and recommends to the Board of Directors matters regarding CEO succession plans;
- reviews and makes recommendation to the Board of Directors regarding the Corporate Governance Guidelines;
- reviews the applicable legal standards for "independence" and the criteria applied to determine "audit committee financial expert" status; and
- reviews the answers to annual questionnaires completed by each of the Independent Directors.

On the basis of this year's review, the Governance and Nominating Committee delivered a report to the full Board of Directors, and the Board made its "independence" and "audit committee financial expert" determinations.

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Board Member Meeting Attendance

During the fiscal year ended June 29, 2016, the Board of Directors held six meetings. Each incumbent director attended at least 75% of the aggregate total of meetings of the Board of Directors and Committees on which he or she served. Also, all members of the Board of Directors attended the Company's 2015 annual meeting of shareholders. Such attendance allows for direct interaction between you and members of the Board of Directors.

Chairman of the Board

The business and affairs of the Company are managed under the direction of the Board of Directors. Generally, it is management's responsibility to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results, including both the performance of the Company and the performance of the Chief Executive Officer.

The roles of Chairman of the Board of Directors and CEO for the Company are separated. Mr. DePinto serves as Chairman of the Board. The Board believes that the current board leadership structure promotes the ability of the Board of Directors to exercise its oversight role over management by having a director who is not an officer or member of management serving in the role of Chairman of the Board, thus ensuring a continued significant role for independent directors in the leadership of the Company. This structure allows Mr. Roberts, as CEO, to focus his time and energy on leading and managing the Company's business and operations. An independent Chairman of the Board also simplifies the Company's corporate governance structure by allowing the Chairman of the Board to convene executive sessions with independent directors. Any decision to change the structure in the future will be based on what the Board believes is the most effective and efficient structure for the Company.

The Chairman of the Board's duties include:

- creating and maintaining an effective working relationship with the CEO and management;
- managing the relationship between the Board as a whole and the CEO and management;
- providing significant advice, counsel and guidance to the CEO and management on strategic priorities and execution strategies;
- facilitating discussions among the directors inside and outside the Board meetings;
- driving practices and improvements on Board effectiveness and productivity;
- briefing the CEO on issues raised in executive sessions;
- presiding at all meetings of the Board of Directors;
- in collaboration with committee chairs and the CEO, scheduling Board meetings, setting meeting agendas and strategic discussions, and providing review of pre-meeting materials delivered to directors;
- overseeing annual Board and Board Committee evaluations;
- delivering the annual CEO evaluation;
- overseeing all governance matters for the Board and shareholders;
- being available for consultation and direct communication with major shareholders; and
- carrying out other duties requested by the CEO and the Board as a whole.

The Board's Role in Risk Oversight

The Board has an active role, as a whole and also at the committee level, in overseeing management of the Company's risks, including, the Company's enterprise risk management process that monitors and manages key business risks facing the Company. Throughout the fiscal year, the Board regularly reviews information regarding the Company's strategic, financial and operational risks. The Company's Compensation Committee oversees the management of risks relating to the Company's compensation policies and practices. The Audit Committee oversees the management of risks associated with accounting, auditing, financial reporting, internal control over financial reporting, and cyber security and data protection, as well as the effectiveness of the Company's enterprise risk management process. The Audit Committee also assists the Board in its oversight of the integrity of the Company's consolidated financial statements, the Company's compliance with legal and regulatory requirements, the qualifications and independence of the Company's registered public accounting firm and the performance of the Company's independent registered public accounting firm and the Company's internal audit function. The Audit Committee is responsible for reviewing and discussing the guidelines and policies governing the process by which senior management and the internal auditing department assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. The Governance and Nominating Committee oversees risks associated with the independence of the Board of Directors and the Company's governance structure. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board of Directors is regularly informed through updates provided at full Board meetings, attendance at committee meetings, and committee reports about such risks.

Directors' Compensation

The Governance and Nominating Committee annually reviews and periodically benchmarks the Board's compensation to assure that non-employee directors are being fairly and reasonably compensated in relation to the restaurant industry and to comparable U.S. companies. The same proxy peer group used for the Board is used for our named executive officers (identified in more detail in the Benchmarking section of the Compensation Discussion and Analysis in this Proxy Statement). For fiscal 2017, non-employee directors of the Company receive the following compensation in addition to reimbursement for costs incurred in attending meetings of the Board:

Annual Retainer

- Non-employee Chairman of the Board:

  An annual retainer of $250,000, which will be paid or granted in any combination of cash or restricted stock units as elected, so long as at least 50% is in restricted stock units. A 25% match in restricted stock units will be granted for the portion of annual compensation taken in restricted stock units.

- All other non-employee directors:

  An annual retainer of $60,000, which will be paid or granted in any combination of cash or restricted stock units as elected. A 25% match in restricted stock units will be granted for the portion of annual compensation taken in restricted stock units.

Annual Grant (all non-employee directors, including Chairman)

- An annual grant of restricted stock units at a target value of approximately $100,000 will be made.

Restricted Stock Unit Distribution Timing

- Directors may choose, prior to the grant, one of four distribution timing options for their restricted stock: (i) four years after date of grant, (ii) the director's departure from the Board, (iii) one year following the director's departure from the Board, or (iv) two years following the director's departure from the Board. Directors also have the ability to defer receipt of restricted stock units that would otherwise vest for additional 5-year period(s), provided they elect to defer those units at least 12 months before the previously-scheduled vesting date.

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Providing a combination of equity and cash provides incentive for our directors to focus on long-term performance and shareholder value while still recognizing their energy and effort throughout the year. Each director has a choice among cash and restricted stock units for the annual retainer, thus allowing each director to receive compensation in a manner that best fits individual needs. However, both the Board and we believe it is important that each director maintain an equity stake in our Company; therefore, an incentive is provided for any portion of the annual retainer taken in equity.

Equity grants are made on the first business day of the calendar year following the annual shareholders meeting. For fiscal 2017, directors will receive restricted stock units for all of their equity compensation with variable distribution dates ranging from four years after grant to two years following departure from the Board (as described above in this section).

Board Committee Retainers

Committee members receive the following supplementary annual retainer for accepting their responsibilities:

- Each member of the Audit Committee receives $20,000 (payable in quarterly installments);
- Each member of the Compensation Committee receives $12,500 (payable in quarterly installments); and
- Each member of the Governance and Nominating Committee receives $10,000 (payable in quarterly installments).

Additionally, the Committee Chairs receive a further supplementary retainer for accepting the additional Chair responsibilities as follows:

- Chair of the Audit Committee receives an annual retainer of $15,000;
- Chair of the Compensation Committee receives an annual retainer of $12,000;
- Chair of the Governance and Nominating Committee receives an annual retainer of $10,000; and
- Lead Director (if Chairman of the Board is an employee director) receives an annual retainer of $25,000.

All of our retainers are paid on the assumption a certain number of Board and Committee meetings (in-person and telephonically) will occur during the year. Directors are expected to attend the Board and their respective Committee meetings, and no additional compensation is paid for attendance at these meetings. If the number of any such meetings exceeds the following totals, each director in attendance at such extra meetings receives the following per meeting fee of $2,000 for in-person meetings and $1,000 for telephonic meetings:

Board of Directors—eight (8) meetings;

Audit Committee—nine (9) meetings;

Compensation Committee—six (6) meetings; and

Governance and Nominating Committee—five (5) meetings.

Fiscal 2016 Director Compensation Table

Name(1)	Fees Earned or Paid in Cash ($)(2)	Stock Awards ($)(3)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(4)	Total ($)
Elaine Boltz(5)	75,000	107,403	—	—	—	—	182,403
Joseph DePinto(5)	125,000	287,445	—	—	—	—	412,445
Harriet Edelman(5)	100,000	99,981	—	—	—	—	199,981
Michael George(5)	92,500	114,920	—	—	—	—	207,420
William Giles(5)	107,500	114,920	—	—	—	—	222,420
Gerardo Lopez(5)	90,000	114,920	—	—	—	—	204,920
Jon Luther(5)	82,500	107,403	—	—	—	—	189,903
George R. Mrkonic(5)	99,500	114,920	—	—	—	—	214,420
Jose Luis Prado(5)(6)	91,250	164,905	—	—	—	—	256,155

(1) Mr. Roberts is omitted from the Director Compensation Table because he does not receive compensation for serving on our Board. His respective compensation is reflected in the Summary Compensation Table of this Proxy Statement.

(2) Reflects the aggregate dollar amount of all fees each director earned in fiscal 2016 (whether paid in cash or granted in the form of equity) for service as a director, including annual retainer, committee chair fees, and meeting fees, if any. Directors had the option to receive any portion of their $60,000 annual retainer in restricted stock units. We provide a 25% match in kind on any portion of the annual retainer converted to units. For restricted stock units, dividends are accumulated and paid upon distribution.

(3) Mmes. Edelman and Boltz and Messrs. DePinto, George, Giles, Lopez, Luther, Mrkonic and Prado were each granted 2,116 restricted stock units for fiscal 2016.

- Messrs. DePinto, George, Giles, Lopez, Mrkonic and Prado elected to receive their entire annual retainer in stock. Ms. Edelman elected to receive 100% of her annual retainer in cash. Ms. Boltz and Mr. Luther elected to receive 50% of their annual retainer in cash.

The amounts shown represent the grant date fair value of the stock awards granted to the directors in fiscal 2016, as determined pursuant to Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC Topic 718”). These amounts do not include any reduction in value for the possibility of forfeiture.

(4) Our directors receive a complimentary dining card for use in our restaurants. The dining card value used by each director was less than $10,000. The directors no longer receive a tax gross-up payment on the taxable value of their dining card usage. Therefore, the values in this column are zero.

(5) We have not included a table detailing the Board of Directors outstanding equity. All of our restricted shares are non-forfeitable when granted and we do not report those in the table. Mr. Roberts is omitted from this table as his respective outstanding equity is reflected in the Outstanding Equity Awards Table of this Proxy Statement (page 36). Messrs. DePinto, George, Giles, Lopez, Luther, Mrkonic, Prado and Mmes. Boltz and Edelman would not be listed on this table because all of their equity ownership is held in restricted stock or restricted stock units and they do not hold any stock options.

(6) Mr. Prado joined the board on July 28, 2015. This mid-year appointment resulted in a prorated cash retainer in the amount of $25,000, paid in August of 2015. Mr. Prado also received a prorated stock grant of 885 restricted stock units in August of 2015.

Communications with the Board of Directors

If you or any other interested party wishes to communicate with the Board of Directors as a group or with an individual director, you or the interested party may direct such communications to the intended recipient in care of the General Counsel, 6820 LBJ Freeway, Dallas, Texas 75240. The communication must be clearly addressed to the specific group or director. Your Board of Directors has instructed the General Counsel to review and forward any such correspondence to the appropriate person or persons for response.

Qualifications to Serve as Director

Each candidate for director must possess at least the following specific minimum qualifications:

1. Each candidate shall be prepared to represent the best interests of all the Company's shareholders and not just one particular constituency.

2. Each candidate shall have demonstrated integrity and ethics in both personal and professional settings and have established a record of professional accomplishment in their chosen field.

3. No candidate shall have any material personal, financial or professional interest in any present or potential competitor of the Company.

4. Each candidate shall be prepared to participate fully in activities of the Board of Directors, including active membership on at least one Committee of the Board of Directors and attendance at, and active participation in, meetings of the Board of Directors and the Committee(s) of the Board of Directors of which he or she is a member, and not have other personal or professional commitments that would, in the Governance and Nominating Committee's sole judgment, interfere with or limit their ability to do so.

5. In addition, the Governance and Nominating Committee also desires that candidates possess the following qualities or skills:

    (a) Each candidate shall contribute to the overall diversity of the Board of Directors—diversity being broadly construed to mean a variety of opinions, perspectives, personal and professional experiences and backgrounds, such as gender, race and ethnicity differences, as well as other differentiating characteristics.

    (b) Each candidate should contribute positively to the existing chemistry and collaborative culture among the members of the Board of Directors.

    (c) Each candidate should possess professional and personal experiences and expertise relevant to the Company's business. Relevant experiences may include, among other things, large company CEO experience, senior level multi-unit restaurant or retail experience, and relevant senior level experience in one or more of the following areas: finance, accounting, sales and marketing, organizational development, strategic planning, information technology and public relations.

Although not an automatic disqualifying factor, the inability of a candidate to meet the independence and other governing standards of the NYSE or the SEC will be a significant factor in any assessment of a candidate's suitability.

Board Assessments

Our Board conducts an annual evaluation of itself and its committees to determine the Board's effectiveness and to identify ways in which to enhance effectiveness. Additionally, the Board conducts periodic evaluations of each of its members. The Board utilizes the feedback and results from these evaluations to determine the need for board refreshment, and the Governance and Nominating Committee utilizes the evaluation process as part of its determination of nominees recommended for election by shareholders at our annual meeting.

Internal Process of Identifying Candidates

The Governance and Nominating Committee uses a variety of means for identifying potential nominees for director, including the use of outside search firms and recommendations from current members of the Board of Directors and shareholders. In determining whether to nominate a candidate, the

Governance and Nominating Committee considers the current composition and capabilities of serving directors, as well as additional capabilities considered necessary or desirable in light of existing and future Company needs. One or more of the members of the Governance and Nominating Committee may interview, or have an outside search firm interview, a prospective candidate who is identified as having high potential to satisfy the expectations, requirements, qualities and responsibilities for membership on the Board of Directors. Prospective candidates may also be interviewed by other directors who are not members of the Governance and Nominating Committee. Reports from those interviews or from Governance and Nominating Committee members with personal knowledge and experience with the candidate, resumes, information provided by other contacts, and other information deemed relevant by the Governance and Nominating Committee are then considered in determining whether a candidate shall be nominated. The Governance and Nominating Committee also exercises its independent business judgment and discretion in evaluating the suitability of a candidate for nomination.

Nomination Rights of Shareholders

As a shareholder, you may recommend one or more candidates to be considered by the Governance and Nominating Committee as a nominee or nominees for election as director of the Company at an annual meeting of shareholders. To do so, you must comply with the notice, information, and consent provisions contained in the Company's Bylaws (current copies of the Company's Bylaws are available at no charge from the Secretary of the Company and may also be found in our public filings with the SEC). In order for the candidate recommendation to be timely for the Company's 2017 annual meeting of shareholders, your notice to the Secretary of the Company must be delivered to our principal executive offices no later than May 31, 2017. Any such recommendations received by the Secretary will be presented to the Governance and Nominating Committee for consideration. Suitable candidates (whether identified internally or by a shareholder) who, after evaluation based upon the criteria and process described in "Internal Process of Identifying Candidates" above, are then recommended by the Governance and Nominating Committee and, if approved by the Board of Directors, will be included in our recommended slate of director nominees in our proxy statement.

Current Nominations

The Governance and Nominating Committee conducted an evaluation and assessment of all of the current directors, for purposes of determining whether to recommend them for nomination for re-election to the Board of Directors. After reviewing the assessment results, the Governance and Nominating Committee recommended to the Board that Messrs. DePinto, George, Giles, Lopez, Mrkonic, Prado and Roberts and Mmes. Boltz and Edelman be nominated for election to the Board of Directors. The Board accepted the recommendations and nominated such persons. The Governance and Nominating Committee did not receive any recommendations from shareholders proposing candidates for election to the Board at the annual meeting.

Succession Planning

Our Corporate Governance Guidelines require the Board to approve and maintain a succession plan for the CEO and Section 16 Officers of the Company. During fiscal 2016, the Board reviewed and approved the updated succession plans for the CEO and Section 16 Officers as recommended by the Governance and Nominating Committee and Compensation Committees, pursuant to the Corporate Governance Guidelines.

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Code of Ethics

Our Code of Conduct and Ethical Business Policy applies to all members of the Board of Directors and our team members. You may obtain a copy of the code free of charge in the Corporate Governance section of our internet website (*http://www.brinker.com/investors/Corporate_Governance.html*) or by written request directed to us, at 6820 LBJ Freeway, Dallas, Texas 75240, Attention: General Counsel.

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EXECUTIVE OFFICERS

Rick Badgley	
Brinker Team Member since: 2016 **Age:** 48 **Restaurant Industry Experience:** 15	Mr. Badgley is Senior Vice President and Chief People Officer, having been appointed to this position in July 2016. Mr. Badgley was previously with TOMS Shoes, LLC, where he served as Vice President of Retail and Talent Management from July 2013 to July 2016. Mr. Badgley also served as Vice President of Learning and Development and Vice President of Global Staffing for Starbucks Corporation from April 2011 to June 2013, and as Vice President of Selection and Staffing for Wyndham Worldwide from 2006 to 2011.

John C. Cywinski	
Brinker Team Member since: 2016 **Age:** 53 **Restaurant Industry Experience:** 25 yrs.	Mr. Cywinski is Executive Vice President of Strategic Innovation, having been appointed to this position in March 2016. Mr. Cywinski was previously with Yum! Brands, Inc. in several roles from August 2010 to April 2014, including as President, KFC U.S. from November 2011 to April 2014, General Manager, KFC U.S. from February 2011 to November 2011, and Chief Marketing and Food Innovation Officer, KFC U.S. from August 2010 to February 2011. Prior to his tenure with Yum! Brands, Inc., Mr. Cywinski held senior level positions with Applebee's International, Inc., McDonald's Corporation, The Walt Disney Company, Burger King Corporation and Cywinski Enterprises LLC, a franchisee of Dunkin' Donuts and Sonic.

David R. Doyle	
Brinker Team Member since: 1994 **Age:** 56 **Restaurant Industry Experience:** 22 yrs.	Mr. Doyle is Senior Vice President and Chief Information Officer, having been appointed to this position in August 2013. Mr. Doyle previously served as Senior Vice President and Controller from February 2003 to August 2013, and as Director of Corporate Accounting from July 1994, and was promoted to Vice President of Corporate Accounting in April 1997. Mr. Doyle serves on the Boards for Texas Independent Bancshares, Inc. and Plano ISD Education Foundation.

Thomas J. Edwards, Jr.	
Brinker Team Member since: 2015 **Age:** 52 **Restaurant Industry Experience:** 2 yrs.	Mr. Edwards is Executive Vice President and Chief Financial Officer, having been appointed to this position in March 2015. Mr. Edwards previously served as Chief Financial Officer of the Wyndham Hotel Group for Wyndham Worldwide from March 2013 to March 2015, and as Executive Vice President and Treasurer for Wyndham Worldwide from December 2009 to March 2013. He also served in various financial roles during his 14-year career with Kraft Foods and predecessor company, Nabisco Foods.

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Charles A. Lousignont	
Brinker Team Member since: 2014 **Age:** 57 **Restaurant Industry Experience:** 18 yrs.	Mr. Lousignont is Senior Vice President of Supply Chain Management, having been appointed to that position in November 2014. Mr. Lousignont previously served as Chief Procurement Officer for P.F. Chang's China Bistro from March 2013 to October 2014 and as Vice President of Supply Chain Management for Aramark from August 2009 to February 2013. Mr. Lousignont also held various positions with Centralized Supply Chain Services, LLC, Fazoli's Restaurant Management, LLC and Long John Silvers from 1991 to 2009. Mr. Lousignont has served as a Director for the National Restaurant Association Supply Chain Study Group since 2012.

Scarlett May	
Brinker Team Member since: 2014 **Age:** 50 **Restaurant Industry Experience:** 16 yrs.	Ms. May is Senior Vice President, General Counsel and Secretary, having been appointed to that position in December, 2014. Ms. May previously served as Senior Vice President, Chief Legal Officer and Secretary of Ruby Tuesday Inc. from June 2012 until December 2014. Ms. May previously served as Vice President, General Counsel and Secretary from August 2004 to June 2012, and served as Vice President and Assistant General Counsel—Relations and Response from February 2004 to August 2004 for Ruby Tuesday, Inc.

Steve D. Provost	
Brinker Team Member since: 2009 **Age:** 56 **Restaurant Industry Experience:** 25 Yrs.	Mr. Provost is Senior Vice President and President of Maggiano's Little Italy, having been appointed to this position in November 2009, having previously served as Senior Vice President of Marketing and Brand Strategy for Maggiano's from April 2009 to November 2009. Mr. Provost previously served as Chief Marketing Officer and Executive Vice President of Quizno's Master, LLC from 2007 to 2009. Mr. Provost was employed by Yum! Brands, Inc. from 1991 to 2007, serving in various roles, most recently as Head Coach, Southeast Region for the KFC brand from 2003 to 2005 and Chief Marketing Officer for the Long John Silver's and A&W brands.

Kelli A. Valade	
Brinker Team Member since: 1996 **Age:** 46 **Restaurant Industry Experience:** 24 yrs.	Ms. Valade is Executive Vice President and President of Chili's Grill & Bar, having been appointed to this position in June 2016. Ms. Valade previously served as Executive Vice President and Chief Operating Officer for Chili's Grill & Bar from July 2009 to June 2016, Senior Vice President of Chili's Grill & Bar and On the Border PeopleWorks and Brinker Shared Services from October 2008 to July 2009, and Vice President for Emerging Brands and Corporate Human Resources from 2002 to 2008, and Director of Human Resources for On the Border Mexican Grill & Cantina. Ms. Valade previously served as Manager of Training and Recruiting for Carlson Restaurants Worldwide's Specialty Concepts Division from 1994 until 1996. Ms. Valade holds a seat on the founders board of the Multi-Cultural Food Service Hospitality Alliance and sits on the Advisory Board for People Report and Black Box Intelligence. She is also a member of Women's Foodservice Forum and the National Restaurant Association.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Throughout this discussion we make reference to terms that are used internally to define our team member population. These team member groupings are described below:

- "named executive officers" (NEOs)—our CEO, CFO and the next three most highly compensated executives detailed in this discussion;
- "Brinker Leadership Team"—this is our key leadership group of our CEO and our CEO's direct executive reports and other key officers (which include the list of Executive Officers on pages 19-20);
- "RSC team member"—any of our team members who work in a support role at our restaurant support center (RSC), not specifically for one of our restaurant brands; and
- "brand team member"—any of our team members who work for a particular restaurant brand.

Structure and Role of the Compensation Committee

The Compensation Committee ("Committee") is comprised entirely of Independent Directors. The Board also determined that each Committee member meets the qualifications as a "non-employee director" for purposes of Rule 16b-3 of the Exchange Act and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. The Committee is responsible for aligning our compensation programs with our compensation philosophy of rewarding performance. Specifically, the Committee reviews and approves any compensation decisions regarding the Brinker Leadership Team (with input from the CEO), including the CEO. The CEO does not provide input on his own compensation. Further information about the duties of the Committee can be found in the Compensation Committee Charter, which is located on our website at *http://brinker.com/corp_gov/comp_committee.html*. To ensure the Committee is able to effectively carry out its responsibilities, it takes the following actions:

- Retains an independent consultant (currently Pearl Meyer & Partners) to advise on executive compensation.
- Benchmarks data, with the assistance of an independent third party, to determine competitive compensation levels based on a peer group that represents both restaurant companies and those companies with whom we compete for talent. The peer group for each officer may vary depending on the nature and scope of their individual responsibilities.
- Approves the design and performance metrics used in our incentive plan.
- Reviews annually detailed compensation tally sheets for the NEOs.
- Submits recommendations on the CEO's compensation to the full Board of Directors for approval and ratification.
- Holds executive sessions (without our management present) at every Committee meeting.
- Provides recommendations on compensation-related proposals to be considered at the Company's annual meeting to the full Board of Directors for approval and ratification.

Executive Summary

Our compensation programs are structured to reinforce our strategic principles—to be a premier and progressive company with a balanced approach towards sales, profits, guests and team members.

Fiscal 2016 saw increased earnings per share for the Company as compared to fiscal 2015. However, comparative restaurant sales and traffic for the Company declined due to increased competition, heavy discounting in the casual dining industry, and economic pressures in certain oil producing states. Slow US wage growth has challenged both casual dining restaurant operators and consumers as discretionary income has been limited. Many of our gains for fiscal 2016 were driven by the acquisition of Pepper Dining, Inc. resulting in an increase in restaurant capacity and the additional revenues from the 53rd operating week, but were offset by the decrease in comparative restaurant sales. We focused on our strategies and initiatives during fiscal 2016. We further leveraged our technology initiatives to create a digital guest experience, helping to engage our guests more effectively and drive traffic, by initiating the integration of our My Chili's Rewards loyalty program with Plenti, a consumer rewards program including a national coalition of major brands, investing in a new online ordering system, and rolling out Nowait, a new application allowing our hosts and guests to more efficiently manage their arrival and wait times at our restaurants. We also continued work on our Fresh Mex and Fresh Tex menu platforms introducing our Top-Shelf Taco category, an updated steak platform and Craft Burgers. We refreshed our value proposition with limited time offers on baby back ribs and burgers at value-oriented price points. And, we repurchased shares of our common stock. Our financial performance for fiscal 2016 negatively impacted our long-term incentive program when compared to our competitors performance over the measurement period and resulted in a below target payout. Such performance also negatively impacted our short-term program as a result of the underperformance of our comparative restaurant sales versus our plan comparative restaurant sales.

On the first day of fiscal 2017, Ms. Kelli Valade was promoted to President of Chili's. The transition of this role from Mr. Wyman Roberts will allow Ms. Valade to focus on overseeing all aspects of domestic operations, marketing and franchising, and PeopleWorks for the brand. As President and CEO of the Company, Mr. Roberts will continue overseeing the Company's strategic initiatives, working with the Chili's and Maggiano's brands, and with our global team, building on the Company's position domestically and internationally as a leader in the casual dining industry.

Our compensation programs for executive officers, including our NEOs, reflect the competitive environment in which we operate and align with a pay-for-performance philosophy. More specifically we:

- Use variable compensation plans to make up the majority of potential total compensation, placing significant amounts of compensation "at risk";
- Establish incentive plan payout levels that provide an opportunity for participants to earn compensation above median levels when performance goals are exceeded and our stock price increases, and significantly reduced compensation when our financial performance is below expectations or our stock price decreases;
- Utilize both cash and equity elements with varying time horizons and financial metrics to motivate and reward sustained performance that is aligned with shareholder interests but is not tied to a single financial measure or measurement period that could result in unintended consequences;
- Provide competitive levels of compensation to attract and retain the best qualified executive talent. Both the Committee and our Brinker Leadership Team strongly believe that the caliber of our overall officer team makes a significant difference in our sustained success over the long-term;
- Link our officers' interests with the sustained performance of the Company by having executives satisfy stock ownership guidelines; and
- Allow actual compensation to vary based on individual performance.

Say-on-Pay Feedback from Shareholders

At the annual shareholder meeting in 2015, we submitted our executive compensation program for an advisory vote to you, our shareholders, and it received the support of over 98% of the total votes cast on the proposal. Annually, the Compensation Committee reviews the results of the advisory vote and considers feedback as it completes its annual review of each pay element and total compensation packages for our NEOs with respect to the next fiscal year. Based on this, there were no changes to the executive compensation program for 2016.

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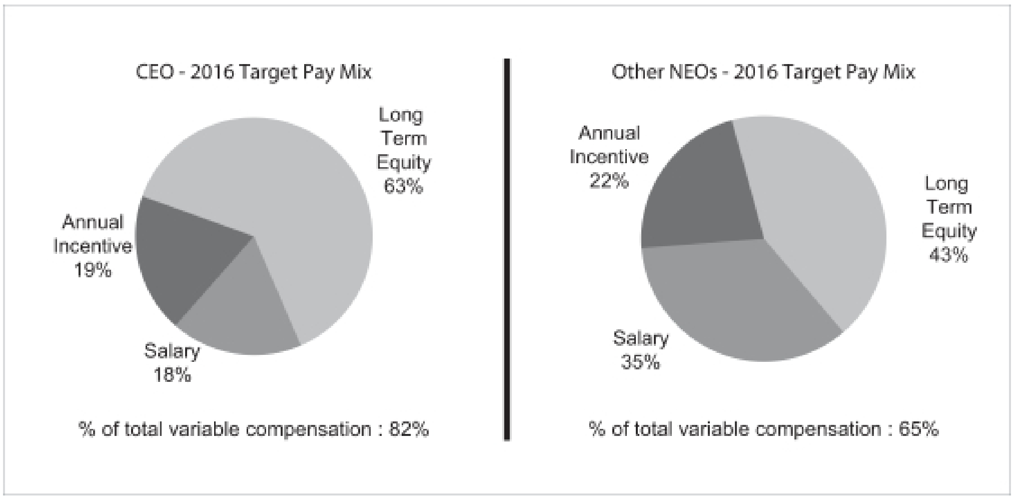
Pay for Performance

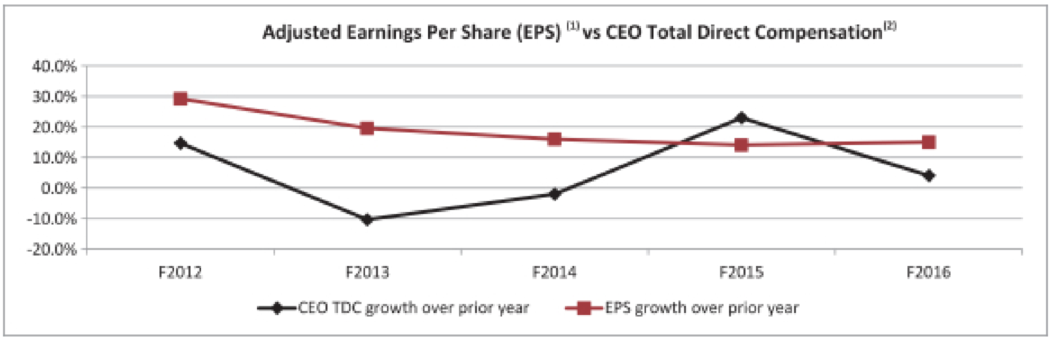
The Company's executive compensation programs are aligned with our business initiatives and have been designed to pay commensurate with level of performance generated. This philosophy is most evident in the mix of pay used to compensate our executives.

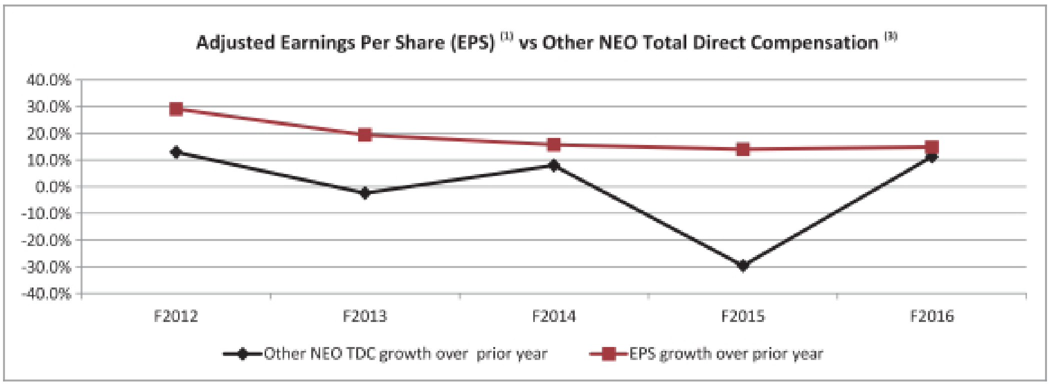
Our fiscal 2016 compensation packages for our CEO and NEOs are heavily weighted towards variable compensation. The variable compensation awarded in fiscal 2016 included an annual incentive under our short-term incentive plan and the economic value of stock options, performance RSUs (at target) and career equity.

As the graphs below show, performance-based incentives constitute the largest portion of target total direct compensation for our CEO and other NEOs:



The Company believes the compensation programs are an important factor in driving our NEOs' performance to achieve long term EPS growth. The success of our strategy is represented below. In years when our performance is below target, our NEO pay programs effectively reduced pay levels. Conversely, when performance is improved, NEO compensation increases, aligning our pay programs with shareholder returns.





(1) EPS calculation excludes special items and discontinued operations.
(2) The decrease in F2016 CEO Total Direct Compensation year-over-year growth is primarily due to the negative impact of lower non-equity incentive compensation related to the lack of performance versus plan, partially offset by increased salary and equity compensation.
(3) The increase in F2016 Other NEO Total Direct Compensation year-over-year growth is primarily due to increased compensation for the CFO due to the lapping of the CFO transition in F2015 when this position was filled on an interim basis, as well as increased compensation for the other NEO's, partially offset by the negative impact of lower non-equity incentive compensation related to the lack of performance versus plan.

Roles of the Compensation Committee, Consultants and Management

The Compensation Committee is responsible for determining the compensation of the Brinker Leadership Team, including the NEOs. All compensation recommendations are reviewed and approved by the independent directors of the full Board. The Committee utilizes three sources during their evaluation process: (1) Pearl Meyer & Partners ("Pearl Meyer"), the Board's independent consulting firm; (2) Meridian Compensation Partners, LLC ("Meridian"); and (3) management. The

Committee annually reviews the performance of all consultants. The Compensation Committee has also affirmatively determined that Pearl Meyer and Meridian are "independent" as required by the SEC and NYSE.

Pearl Meyer has been retained by and reports directly to the Compensation Committee. Pearl Meyer does not have any other consulting engagements with management. The Committee regularly asks Pearl Meyer to provide independent advice on current trends in compensation design, including compensation levels, the merits of particular forms of compensation, relative weighting of compensation elements and compensation best practices.

Meridian is also retained by the Committee and provides detailed benchmarking data based on our benchmarking peer group. Meridian does not have any other consulting engagements with management. Meridian generates an independent report that is utilized in determining compensation levels for our Brinker Leadership Team. A more detailed discussion of the benchmarking process is provided in the Benchmarking section below. Based on the benchmark data and individual performance, the CEO provides input and recommendations to the Committee in setting total compensation for the Brinker Leadership Team, excluding his own compensation. The Committee considers these data sources and applies its own independent judgment in establishing a total compensation program, comprised of base salary, short-term incentives targeted as a percentage of base pay, and long-term incentives, that aligns the interests of the executives with those of our shareholders.

Benchmarking

The Committee engages an independent third party to provide market data regarding base salary, short-term incentive targets, long-term incentive values and total compensation. For fiscal 2016, we retained Meridian to provide us with data drawn from their proprietary database. The benchmarking peer group is carefully selected based on criteria including restaurant and brand product industries, operating structure, location and size. We were near the median in terms of revenue size as compared to our benchmarking peer group. Proxy data from our Performance Share Plan peer group (which is identified in more detail in the Long-Term Incentives section of this Compensation Discussion and Analysis) was blended with data from Meridian's database as well as data from other restaurant companies that participate in the Chain Restaurant Total Rewards Association (CRTRA) Compensation Survey to provide us with benchmark information that we believe accurately reflects the market in which we compete for executive talent. The following table lists the companies used in fiscal 2016 as our benchmarking proxy peer group for setting the fiscal 2016 compensation for our NEOs:

Benchmarking Proxy Peer Group

BJ's Restaurants, Inc.	The Cheesecake Factory, Inc.	Red Robin Gourmet Burgers, Inc.
Bloomin' Brands, Inc.	Darden Restaurants, Inc.	Ruby Tuesday, Inc.
Buffalo Wild Wings, Inc.	DineEquity, Inc.	Texas Roadhouse, Inc.
CBRL Group, Inc.	McDonalds Corporation	The Wendy's Company
Chipotle Mexican Grill, Inc.	Panera Bread Company	Yum! Brands, Inc.

Meridian's benchmark information was used to establish ranges for total compensation (base salary + short-term cash incentives + long-term equity incentives). We strive to be competitive in the marketplace by appropriately balancing all elements of compensation (short-term versus long-term and fixed versus variable) while recognizing our performance, as well as the individual's performance, criticality, experience, and internal equity. There is no fixed percentage which determines the mix between cash and non-cash compensation, but compensation is significantly weighted towards variable compensation (short and long-term). The table below shows the percentage of fixed versus variable compensation elements for targeted total compensation.

Targeted Fixed Versus Variable Compensation Mix for the Named Executive Officers for Fiscal 2016

Name	Position	Fixed Compensation as a % of Target Total Compensation	Variable Compensation as a % of Target Total Compensation
Wyman T. Roberts(1)	CEO and President and President of Chili's Grill & Bar	18%	82%
Thomas J. Edwards, Jr.	EVP, CFO	33%	67%
Kelli Valade(1)	EVP, COO of Chili's Grill & Bar	34%	66%
Roger F. Thomson(2)	EVP, Chief Development Officer	38%	62%
Steve Provost	President of Maggiano's Little Italy	35%	65%

(1) On June 30, 2016, Ms. Valade became Executive Vice President, President of Chili's Grill & Bar, and Mr. Roberts retained the position of President and Chief Executive Officer of the Company.
(2) On June 30, 2016, Mr. Thomson retired from the Company.

Fiscal 2016 Executive Compensation and Benefit Components:

For the fiscal year ended June 29, 2016, the principal components of compensation and benefits for our NEOs are listed:

- Base Salary;
- Short-Term Incentives;
- Long-Term Incentives;
- Retirement Benefits;
- Health and Welfare Benefits; and
- Perquisites.

In the sections that follow we detail how each component of compensation is evaluated. It is important to note that while each individual component is reviewed; all decisions are made in a total compensation context.

Base Salary

Base salaries provide our team members with a level of certainty about their compensation. Annually, we review base salaries during our benchmarking process. An individual's base salary is dependent on the size and scope of the position, his or her experience and most importantly his or her performance.

For fiscal 2016, officers, including the NEOs, received a 2.5% merit increase, on average, while the rest of the organization received a 3.0% merit increase, on average.

Short-Term Incentives

Our profit sharing plan is a non-qualified annual incentive arrangement in which all RSC team members, including the NEOs, and certain restaurant brand team members participate. The plan measures both financial performance and individual performance.

- At target, two-thirds of the award is based on financial performance and one-third of the award is based on individual performance.

- The financial portion of the plan measures actual adjusted earnings per diluted share (EPS) versus a target EPS. These targets are established within the first quarter of our fiscal year by the Board and are designed to reinforce our focus on profitability and enhancement of long-term shareholder value.
- Individual performance is measured based on the achievement of key performance indicators (KPIs). KPIs are established at the beginning of the year and align with our strategic goals. An individual performance component allows us to recognize critical factors to our performance; and to reward an individual's contribution to the organization. KPIs can include such items as project implementations, guest satisfaction, or employee engagement.

For all of our NEOs, the financial performance portion of the short-term incentive is based on actual adjusted EPS. The maximum award that any individual can receive is 150% of his or her individual short-term incentive target, and minimum thresholds must be achieved to earn a payout. The table below details the actual short-term incentive payout versus target for the NEOs:

Fiscal 2016 Actual Short-Term Incentive Payout versus Target

Name	Position	Short-Term Incentive Actual Payout for Fiscal 2016	Short-Term Incentive Target Payout for Fiscal 2016
Wyman T. Roberts(1)	CEO and President and President of Chili's Grill & Bar	$ 120,155	$1,081,500
Thomas J. Edwards, Jr.	EVP, CFO	$ 30,123	$ 271,134
Kelli Valade(1)	EVP, COO of Chili's Grill & Bar	$ 27,376	$ 246,413
Roger F. Thomson(2)	EVP, Chief Development Officer	$ 39,513	$ 355,653
Steve Provost	President of Maggiano's Little Italy	$ 33,056	$ 297,534

(1) On June 30, 2016, Ms. Valade became Executive Vice President, President of Chili's Grill & Bar, and Mr. Roberts retained the position of President and Chief Executive Officer of the Company.
(2) On June 30, 2016, Mr. Thomson retired from the Company.

Fiscal 2016 Profit Sharing Plan

Financial Measure (2/3 Weighting):

This year the Company established a target which was consistent with our long-term goal of annual adjusted EPS growth. Actual adjusted non-GAAP EPS for the profit sharing plan was $3.51 compared to a target non-GAAP EPS for the profit sharing plan of $3.82, resulting in no (0.00%) achievement under the financial performance metric.

Individual Performance Measure (1/3 Weighting):

For the Brinker Leadership Team, including the NEOs, the individual performance portion was based on three equally weighted KPIs: Guests Intent to Return, Comparable Same-Restaurant Sales Growth ("Comp Sales"), and Return on Gross Investment (ROGI). The performance goals for Guests' Intent to Return was achieved at the target performance level. However, the Brinker Leadership Team did not meet Comp Sales or ROGI performance goals (missing sales by 4.6% and ROGI by 0.7%). This performance resulted in a 33.33% achievement under the Individual Performance Metric for the Brinker Leadership Team.

Payout:

The resulting payout for NEOs was 11.11% of target based upon the goal achievement listed above and calculated as such: (2/3 x 0.00% actual adjusted EPS achievement + 1/3 x 33.33% KPI achievement).

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The formulas used to calculate both plan and actual performance are further outlined in our profit sharing plan. The Committee reviewed and determined the following items, as specified in the Plan, were excluded from the measurement of financial performance in the profit sharing plan: impairment charges, acquisition charges, gains on sales of assets, severance costs, impact on earnings related to closed restaurants, and net gains from legal settlements.

Long-Term Incentives

We grant a mix of stock options, performance shares and career equity to all of our officers with the belief that meeting our long-term strategic goals will increase our stock price. Target long-term incentive values are determined by the Committee by analyzing benchmark data, individual performance, program cost and total compensation targets. Once the target value is established, the number of shares granted as stock options, performance shares and career equity is based on delivering approximately 30% of the value in stock options, 60% of the value in performance shares and 10% of the value in career equity. Our equity programs give officers a stake in the potential rewards provided to shareholders as a result of their efforts.

All equity-based awards, including stock options, are granted on the last Thursday of each August. The number of shares granted each year fluctuates based on our stock price, and other equity unit valuation methods (Black-Scholes for stock options and Monte Carlo for performance shares subject to market conditions). However, the Committee will not grant equity compensation awards in anticipation of the release of material nonpublic information so the grant date could change if such a case should occur.

Stock Options

Stock options are intended to motivate participants to increase our stock price as they only have value if the market price of our stock increases over the closing price of our common stock on the date of grant. The actual compensation realized from stock options is dependent on both the increase in our stock price and each participant's decision on when to exercise. Our stock options vest 25% per year over four years and have a term of eight years. We target a certain value for each stock option grant. The number of stock options granted is determined by the option fair value at the date of grant, and is calculated using the formula of (A) targeted value of stock option grant divided by (B) the grant date fair value as determined by the Black-Scholes valuation method.

Performance Shares

To balance out the volatility of stock options while still aligning participants with shareholder interests, we also grant performance shares. We target a certain value for each performance share grant. The number of performance shares granted is determined by the performance share fair value at the date of grant, and is calculated using the formula of (A) targeted value of performance share grant divided by (B) the grant date fair value as determined by the Monte Carlo valuation method.

Performance shares in fiscal 2016 will be earned based on our relative total shareholder return (TSR) compared to a select group of publicly-traded restaurant companies over a three year measurement period. The peer group is based on those companies with whom we compete for investor dollars and executive talent (these companies are also used in our executive compensation benchmarking). TSR is the measurement of the appreciation in the stock price for each company, plus dividends, if any. The 2016 TSR peer group is the same as the benchmarking proxy peer group (see page 24).

The target award (which is granted near the beginning of the measurement period) is adjusted by the payout percentage which ranges from 0% to 175% (see chart below). To earn 100% of a target award, we have to rank seventh in our TSR peer group. A cap is imposed on the maximum payout if our stock price appreciation over the measurement period exceeds 150%. In this scenario, the payout factor is calculated using the following formula: 250%/(% appreciation + 100%). For example if our stock price appreciates 200% during the measurement period, the payout factor would be: 83.333% (being 250%/(200%+100%). This payout factor would then be multiplied by the target award and by the payout percentage from the table below to determine the individual payout.

The table below reflects the ranking and related payout percentage for the fiscal 2016-2018 performance share plan.

Rank	Payout Percentage
1	175%
2	175%
3	165%
4	145%
5	135%
6	125%
7	100%
8	90%
9	70%
10	50%
11	20%
12-16	—%

Earned shares are distributed shortly after the completion of the three year performance period. Earned shares are not subject to further vesting requirements, although they may need to be retained to meet stock ownership guidelines (see discussion below).

For the fiscal 2014—2016 performance share plan, we ranked in tenth place and participants earned a 50% payout.

Career Equity

Career Equity is a restricted stock unit program that works as a retention device since the shares only vest upon retirement (detailed information concerning our retirement provisions can be found below in the paragraph titled *Retirement Definitions and Payouts*). We target a certain value for each Career Equity grant. The number of Career Equity units granted is determined by the stock price at the date of grant and is calculated using the formula of (A) the targeted value of Career Equity grant divided by (B) the stock price at grant.

The value realized by executives is based on our stock price performance from the grant date until the executive's retirement, which reinforces our long-term strategic goal of enhancing long-term shareholder value. Career Equity makes up approximately 10% of the total long-term incentive value for our NEOs.

Retention and other One-Time Equity Grants

These grants are restricted stock unit awards designed as a retention tool, with shares only vesting with continued employment for either three or five-year cliff-vesting horizons. The number of units granted is determined by the stock price at the date of grant, and is calculated using the formula of (A) the targeted value of the restricted stock unit grant divided by (B) the stock price at grant.

Equity Compensation Plan Information

The following table summarizes, as of June 29, 2016, the equity compensation plans under which we may issue shares of stock to our officers and team members under the Stock Option and Incentive Plan ("1998 Plan") and to directors under the 1999 Stock Option and Incentive Plan for Non-Employee Directors and Consultants ("1999 Plan"):

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#)	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ($)(1)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a) (#)
Equity compensation plans approved by security holders	2,215,382(2)	39.12	4,309,270(3)
Equity compensation plans not approved by security holders	—	—	—
Total	2,215,382	39.12	4,309,270

(1) The amounts shown in this column relate only to options exercisable for common shares.
(2) The amount shown includes 998,266 shares issuable in respect of restricted stock units and performance shares.
(3) The amount shown includes 4,064,115 shares available for issuance under the 1998 Plan and 245,155 shares available for issuance under the 1999 Plan.

Stock Ownership Guidelines

We have stock ownership guidelines for our Board of Directors and our senior vice presidents and above, including the NEOs. Stock ownership aligns these officers and directors with shareholders and promotes good corporate citizenship. Guidelines were first adopted in fiscal 2007 and are reviewed annually by the Board of Directors, including a comparison of market prevalence and guideline designs. After careful consideration, the Board decided to move away from the fixed share design, and adopted revised guidelines for fiscal 2016 based on the more accepted guideline design utilizing a multiple of salary for each senior vice president and above. The Board also adopted a new guideline for directors based on a multiple of the annual retainer.

The fiscal 2016 guidelines for all senior vice presidents and above define stock ownership to include the value of any shares currently owned; vested, in-the-money stock options (which are valued based on the "in the money" value of the stock option); the value of any unvested restricted stock or restricted stock units; and the value of one-third of any unvested performance shares. We include the value of one-third of the unvested performance shares, because on average, it is expected that at least one-third of the shares will vest over multiple performance cycles. Thus, by counting this value towards their ownership guideline, executives are able to meet the guideline with equity received as part of their compensation.

The fiscal 2016 guidelines for our Board of Directors define stock ownership to include the value of any shares currently owned; vested, in-the-money stock options (which are valued based on the "in the money" value of the stock option); and the value of unvested restricted stock or restricted stock units.

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The fiscal 2016 guidelines are based on a multiple of base salary (annual retainer in the case of the Board) which is used to calculate the desired value of holdings by position and are as follows:

Level	Stock Ownership Guidelines
Board Member	5X
CEO	6X
EVP or Brand President	4X
SVP	3X

Officers, including the NEOs subject to the guidelines, have five years to accumulate the necessary shares. The five-year period begins on the date the officer is promoted to senior vice president or above. If, however, such officer was not previously an employee of the Company, then the officer will be provided six years to meet the guideline. Should any of these officers be below the guideline after being in the program for five years (or six, as applicable), they may receive half of any short-term incentives in shares until the guideline is met. Directors have four years to accumulate the necessary shares. Currently, all officers and directors are in compliance with the guidelines.

The Company has a written insider trading policy that, among other things, prohibits its directors, officers and employees from engaging in short-sale transactions of Company securities, pledging Company securities, placing Company securities in margin accounts, or engaging in hedging transactions, including trading in any derivative security relating to Company securities. You may obtain a copy of the policy in the Corporate Governance section of our website (*http://brinker.com/corp_gov/improper_use_policy.html*).

Fiscal 2017 Considerations

The Compensation Committee recently conducted a detailed review of our compensation programs and benefits in comparison to our operating climate and the market as a whole. The Committee determined that we had the appropriate mix of compensation and benefits in place (cash, short-term incentives, stock options, restricted stock units and 401(k)) and the Board approved a merit increase pool for all team members for the fiscal year.

In conjunction with their annual review, the Committee recommended two changes that were approved by the Board related to our fiscal 2017 Short-term and Long-term incentive plans.

- To better align the management team to desired results, the Committee changed the metric used in the Performance Shares. For fiscal 2017 the relative TSR metric will be replaced with a three-year adjusted earnings per share growth target, which will provide better alignment for management to the focus of driving stable earnings growth while using cash flows to contract the share base over time. Additionally, we are eliminating the annual Career Equity shares as their smaller value failed to engage participants as designed, and we will adjust annual grant values to include half Stock Options and half Performance Shares.
- To balance the long-term and short-term compensation programs, the Committee also changed the metric in the annual Profit Sharing cash-based plan, replacing an adjusted earnings per share metric with adjusted net income, an earnings metric that is more readily communicated and understood by participants.

Long Term Vehicle	% of Targeted Grant Value	
	Fiscal 2016	Fiscal 2017
Stock Options	30%	50%
Performance Shares	60%	50%
Career Equity	10%	0%

Retirement Benefits

Savings Plans

Our 401(k) Savings Plan (“401(k) Plan”) and Deferred Income Plan (“Deferred Plan”) are designed to provide the Company’s team members with a competitive tax-deferred long-term savings vehicle. The 401(k) Plan is a qualified 401(k) plan and the Deferred Plan is a non-qualified deferred compensation plan.

- 401(k) Plan

All of our team members, including those who may be classified as highly compensated by the IRS, who have attained the age of twenty-one and completed both one year and one thousand hours of service with the Company are eligible to participate in the 401(k) Plan. We will match 100% of each participant’s contribution for the first 3% of the participant’s base salary and bonus and 50% for the next 2% of the participant’s salary and bonus. All Company contributions vest immediately.

- Deferred Plan

The Deferred Plan is a non-qualified deferred compensation plan for all of our officers, including the NEOs. Deferred Plan participants elect the percentage of their salary and bonus, not to exceed 50%, they wish to defer into their Deferred Plan account. Deferrals earn a flat rate of interest which is compounded monthly. The interest rate is based on the prime rate on the first business day each November. The interest rate has a collar preventing it from increasing or decreasing more than one percentage point over the previous year. We do not match executives’ deferrals under the Deferred Plan.

Retiree Medical Benefits

Select officers, including the NEOs, are eligible to receive retiree medical insurance from us if they meet our definition of retirement (described below in the paragraph of the section entitled *“Retirement Definitions and Payouts”*). This fully insured policy is paid for by both the retiree and the Company. The cost split between the retiree and the Company mimics that of the cost split for our active employees and their medical benefits. Currently, that percentage is approximately 70% of the cost paid by the Company and 30% of the cost paid by the participant. Participants are eligible to receive this coverage until age 65.

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Retirement Definitions and Payouts

For those executives who remain with us for their career, we want to ensure they are able to benefit from their contributions to our long-term success. Therefore, we have defined retirement provisions that allow for post-employment benefits. Early retirement is defined as age plus years of service equal 70, with a minimum age of 55. Normal retirement is defined as age plus years of service equal 70, with a minimum age of 60, or age 65 (regardless of service). This definition is applied to all of our equity programs, our retiree medical program, and our profit sharing plan. Listed below are our equity programs and their treatment under early and normal retirement:

	Early Retirement	Normal Retirement
Stock Options	Unvested shares accelerated and remain exercisable for the shorter of 12 months or the expiration date	Unvested shares accelerated and remain exercisable for the shorter of 36 months or the expiration date
Performance Shares	Pro-rated and paid at the end of the measurement period based on actual results	The full award is paid at the end of the measurement period based on actual results
Career Equity	Pro-rated and paid upon retirement	The full award is paid upon retirement

Health and Welfare Benefits

All of our salaried employees are eligible for health and welfare benefits, including the NEOs. Our salaried employees also receive term life insurance, short-term disability and long-term disability. The level of Company-provided coverage for the senior vice presidents and above, including the NEOs, is at a higher rate than other employees for some Company-provided benefits. We have provided detailed information in the chart below for the NEOs.

Company Paid Benefits for the Named Executive Officers

	Life Insurance	AD&D Insurance	Long-Term Disability	Long-Term Care
Benefit	4× Salary up to $3.5M	2× Salary up to $1M	70% Wage Replacement up to $30K per month	$201 daily benefit amount

Perquisites

We provide our officers, including the NEOs, with perquisites that are generally intended to promote the officers well-being and efficiency. The Committee reviews the perquisites during our annual benchmarking process for reasonableness and consistency with competitive practice. We currently provide our officers (including the NEOs, with the exception of the CEO) with the following perquisites:

- a car allowance;
- a financial planning allowance;
- a dining card;
- an annual executive physical;
- an airline club membership;
- a cell phone allowance; and
- a health club reimbursement.

The CEO receives only a dining card and an annual executive physical.

We do not own or lease any aircraft for the benefit of management. Providing perquisites separately, and not rolling them into base salary, ensures those dollars are not included in our calculations for benefits such as life insurance and other programs that use base salary in their calculation such as the profit sharing plan and our 401(k) Plan.

Change in Control

We do not have any change in control agreements in place with any of our officers. However, our equity programs and profit sharing plan do contain change in control provisions. Under our stock option program, in the event of a change in control, the unvested options are accelerated and the optionee has the full remaining term to exercise. We made a change to this provision in our annual grant agreements that took effect in fiscal 2009 and future years where we will only accelerate "in the money" stock options.

Vesting on all unvested restricted shares is also accelerated as of the date of change in control. Under our Performance Share Plan, the participant becomes 100% vested and the relative ranking is established as of the date of the change in control, thus ending the measurement period. In no event will less than 100% of the target award be distributed to the participant. This "floor" amount was included to ensure the retention of plan participants through the change-in-control date. As for our profit sharing plan, if a change in control should occur prior to the end of the fiscal year, the participant will be eligible to receive a payment equal to the greater of the payout as calculated under the Plan provisions or their annual target award. Again, the "floor" award is included to ensure retention and to provide the participant the benefit of the doubt when the measurement period is truncated.

Beginning in fiscal 2017, we expect to transition from single-trigger vesting to double-trigger vesting upon a change in control for awards granted under our stock programs and profit sharing plans.

Tax Implications

The Committee has considered the impact of Section 162(m) of the Internal Revenue Code. This section disallows a tax deduction for any publicly-held corporation for individual compensation to certain executives of such corporation exceeding $1,000,000 in any taxable year, unless compensation is performance-based. It is the intent of the Company and the Committee to maximize the deductibility of our executives' compensation whenever possible. However, the Committee does not believe that compensation decisions should be based solely upon the amount of compensation that is deductible for federal income tax purposes. Accordingly, the Committee reserves the right to award compensation that is or could become non-deductible when it believes that such compensation is consistent with our strategic goals and in our best interests. For fiscal year 2016, we believe the annual incentive payments, stock options, and performance shares all qualify for deduction under section 162(m).

Administration of Compensation Program

The Committee's administration of the executive compensation program is in accordance with the principles outlined at the beginning of this Compensation Discussion and Analysis. The Committee believes that our compensation programs provide the necessary incentives and flexibility to promote our performance-based compensation philosophy while being consistent with our objectives. Our financial performance supports the compensation practices employed during the past year. No member of the Committee serves or previously served as an employee or officer of the Company.

Recoupment Provisions

Our individual plan documents and our grant agreements contain language stating that if the Board of Directors determines any fraud, negligence or intentional misconduct by an Officer was a significant contributing factor to the Company having to restate all or a portion of its financial statements, the

Board or Committee shall take, in its discretion, such action as it deems necessary to remedy the misconduct and prevent its recurrence. Further, under Section 304 of Sarbanes-Oxley, if the Company is required to restate its financials due to material noncompliance with any financial reporting requirements as a result of misconduct, the CEO and CFO must reimburse the Company for (1) any bonus or other incentive-based or equity-based compensation received during the 36 months following the first public issuance of the non-complying document and (2) any profits realized from the sale of securities of the Company during those 36 months.

Consideration of Prior Amounts Realized

In furtherance of the Company's philosophy of rewarding executives for future superior performance, prior stock compensation gains (or the lack thereof) are not considered in setting future compensation levels.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted,
COMPENSATION COMMITTEE
GEORGE R. MRKONIC (Chair)
JON LUTHER
MICHAEL GEORGE
WILLIAM GILES
JOSE LUIS PRADO

Compensation Policies and Practices As They Relate to the Company's Risk Management

We believe that our compensation policies and practices for all team members, including officers, do not create risks that are reasonably likely to have a material adverse effect on the Company. We believe that the Company has appropriate safeguards in place with respect to the compensation programs that assist in mitigating excessive risk-taking that could harm our value or reward poor judgment by our officers and team members. These safeguards include: managing pay opportunities to market levels through peer benchmarking; balancing performance focus between near-term objectives and long-term shareholder value creation; issuing equity awards that vest over multi-year time horizons; capping cash incentive plan payments; maintaining stock ownership guidelines for our executive officers; and no employment agreements. Furthermore, the Compensation Committee retains its own independent compensation consultant to provide input on executive pay matters, meets regularly, and approves all performance goals, award vehicles and pay opportunity levels.

In fiscal 2016, the Compensation Committee reviewed the concept of risk as it relates to our compensation programs and determined that our programs do not encourage excessive or inappropriate risk. In reaching this conclusion, the Compensation Committee noted that long term incentives are predominately equity-based and tied to shareholder returns, market comparisons are used, ownership guidelines are applied, and the majority of variable pay is tied to Company performance.

FISCAL 2016 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)(1)	Bonus ($)	Stock Awards ($)(2)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(4)	All Other Compensation ($)(5)	Total ($)
Wyman T. Roberts(6)	2016	1,030,000	—	2,239,190	1,171,996	120,155	—	67,161	4,628,502
CEO & President	2015	947,307	—	1,620,890	928,370	906,053	—	64,328	4,466,948
Chili's Grill & Bar	2014	889,613	—	1,348,893	773,838	572,110	—	53,467	3,637,921
Thomas J. Edwards, Jr.(7)	2016	451,889	—	421,980	199,999	30,123	—	41,739	1,145,730
EVP, CFO	2015	106,250	—	939,957	67,457	58,580	—	5,115	1,177,359
Kelli Valade(6)	2016	410,688		376,753	169,998	27,376	—	44,175	1,028,990
EVP & COO	2015	383,870	—	276,529	69,869	211,643	—	49,577	991,488
Chili's Grill & Bar	2014	354,571	—	1,276,165	69,888	121,383	—	37,184	1,859,191
Roger F. Thomson(8)	2016	592,755	—	411,734	169,998	39,513	2,773	105,749	1,322,522
EVP, Chief Development	2015	570,801	—	405,512	169,692	314,706	1,344	108,930	1,570,985
Officer	2014	567,348	—	705,891	229,648	218,917	—	81,480	1,803,284
Steve Provost	2016	457,745	—	976,744	169,998	33,056	—	56,619	1,694,162
President	2015	428,722	—	405,512	169,692	256,069	—	48,529	1,308,524
Maggiano's Little Italy	2014	419,513	—	405,059	169,744	175,363	—	52,478	1,222,157

(1) The amounts shown represent all salary received during fiscal 2016. Our salaries are paid on a bi-weekly basis.
(2) The amounts shown represent the fair market value at grant date of equity granted to the NEOs in fiscal 2016 as determined pursuant to ASC Topic 718. These amounts do not include any reduction in the value for the possibility of forfeiture.
(3) The amounts shown were earned under our fiscal 2016 profit sharing plan. Details about the plan can be found in the Compensation Discussion and Analysis under the section titled "Short-Term Incentives" of this Proxy Statement.
(4) Reflects the above market interest rate paid in the Deferred Plan to the NEOs. The market rate is the applicable federal rate published under IRS Section 1274, Revenue Ruling 2016-13. The rate for June 2016 was 2.67%, for June 2015 was 2.96%, and for June 2014 was 3.71%. Our Deferred Plan paid 3.25% in calendar 2016, 3.25% in calendar 2015, and 3.25% in calendar 2014.
(5) The amounts shown in this column reflect the value of benefits and perquisites provided to the NEOs during the year. These include: car allowance, dining card, taxable travel, financial planning, health club reimbursement, annual physical, phone allowance, life insurance, retiree medical, contributions to the qualified 401(k) plan and vacation buyback, which are listed in the following table:

	All Other Compensation Included in the Summary Compensation Table for Fiscal 2016					
Name	Company Matching Contributions to the Qualified 401(k) Savings Plan ($)	Car Allowance ($)	Vacation ($)	Company Provided Life, Retiree Medical, and Long Term Care Insurance Premiums ($)(b)	Other Compensation ($)(c)	Total All Other Compensation ($)
Wyman T. Roberts(a)	10,600	—	—	43,833	12,728	67,161
Thomas J. Edwards, Jr.	—	9,969	—	11,076	20,694	41,739
Kelli Valade	11,426	9,711	—	10,532	12,506	44,175
Roger F. Thomson	10,662	9,969	—	72,708	12,410	105,749
Steve Provost	11,521	9,969	—	24,811	10,318	56,619

(a) Mr. Roberts' "Other Compensation" only includes amounts for an annual executive physical and dining discounts.
(b) Represents benefit premiums paid to a third party for Company provided Life Insurance, Long Term Care and Executive Retiree Medical.
(c) Represents other compensation for value of perquisites and benefits paid directly to or on the NEOs' behalf for financial planning, annual executive physicals, health club membership, phone allowances and dining discounts.

(6) On June 30, 2016, Ms. Valade became Executive Vice President, President of Chili's Grill & Bar, and Mr. Roberts retained the position of President and Chief Executive Officer of the Company.
(7) Mr. Edwards was hired on March 16, 2015, and as such, only has two years of comp history.
(8) On June 30, 2016, Mr. Thomson retired from the Company.

Fiscal 2016 Grants of Plan-Based Awards Table

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)(4)
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
Wyman T. Roberts											
Performance Shares	8/27/2015				9,238	46,190	80,833				2,064,231
Restricted Stock Units	8/27/2015							3,231			174,959
Stock Options	8/27/2015								104,736	54.15	1,171,996
Profit Sharing	N/A	540,750	1,081,500	1,622,250							
Thomas J. Edwards, Jr.											
Performance Shares	8/27/2015				1,665	8,324	14,567				372,000
Restricted Stock Units	8/27/2015							923			49,980
Stock Options	8/27/2015								17,873	54.15	199,999
Profit Sharing	N/A	135,567	271,134	406,701							
Kelli Valade											
Performance Shares	8/27/2015				1,462	7,312	12,796				326,773
Restricted Stock Units	8/27/2015							923			49,980
Stock Options	8/27/2015								15,192	54.15	169,998
Profit Sharing	N/A	123,207	246,413	369,620							
Roger F. Thomson(5)											
Performance Shares	8/27/2015				1,462	7,312	12,796				326,773
Restricted Stock Units	8/27/2015							1,569			84,961
Stock Options	8/27/2015								15,192	54.15	169,998
Profit Sharing	N/A	177,827	355,653	533,480							
Steve Provost											
Restricted Stock Units(6)	6/25/2015							10,237			599,991
Performance Shares	8/27/2015				1,462	7,312	12,796				326,773
Restricted Stock Units	8/27/2015							923			49,980
Stock Options	8/27/2015								15,192	54.15	169,998
Profit Sharing	N/A	148,767	297,534	446,301							

(1) The amounts shown in column (c) reflect the minimum payment level under the Company's profit sharing plan. The minimum award level is 50% of target (d) and the maximum award (e) is 150% of target (d). Threshold is represented with minimum payout of plan, but zero payout is possible if threshold performance measures are not met.

(2) The amounts in columns (f)—(h) reflect the range of payouts under our Performance Share Plan (detailed in the Compensation Discussion and Analysis under the section titled "Long-Term Incentives" of this Proxy Statement). The August 27, 2015 date reflects the date the target awards were established for the performance shares. The actual award will not be earned until the end of fiscal 2018. Threshold is represented with minimum payout of plan, but zero payout is possible if threshold performance measures are not met.

(3) The amounts listed in column (i) with grant dates of August 27, 2015 reflect the number of shares granted to the NEOs under our Career Equity Program. The shares are granted annually based on a target value and vest upon retirement. Details of the program can be found in the Compensation Discussion and Analysis under the section titled "Long-Term Incentives" of this Proxy Statement. The only award in this column that is not Career Equity is the retention grant for Mr. Provost, which is also referenced in footnote (6).

(4) The amounts shown represent the fair market value at grant date for financial reporting purposes in fiscal 2016 of stock awards as determined pursuant to ASC Topic 718.

(5) On June 30, 2016, Mr. Thomson retired from the Company.

(6) The restricted stock units with a grant date of June 25, 2015 were a one-time retention grant that vests after three years.

Fiscal 2016 Outstanding Equity Awards at Fiscal Year-End Table

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#)(1) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested ($)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(4)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)
Wyman T. Roberts		104,736		54.15	8/27/2023	3,231	149,143	46,190	2,132,130
	19,990	59,973		49.04	8/28/2022	2,642	121,955	30,629	1,413,835
	24,802	24,803		40.76	8/29/2021	2,649	122,278	33,466	1,544,791
	37,500	12,500		31.97	1/2/2021	5,695	262,881		
	11,812	3,938		34.82	8/30/2020	6,565	303,040		
	20,000			21.79	8/25/2019	1,500	69,240		
	40,000			15.83	8/26/2018	2,000	92,320		
	20,000			14.79	8/27/2017	2,000	92,320		
	20,000			19.12	8/28/2016	2,000	92,320		
						1,500	69,240		
Thomas J. Edwards, Jr.		17,873		54.15	8/27/2023	923	42,606	8,324	384,236
	1,335	4,006		54.96	5/7/2023	303	13,986	2,260	104,322
						14,556(5)	671,905		
Kelli Valade		15,192		54.15	8/27/2023	923	42,606	7,312	337,522
	1,504	4,514		49.04	8/28/2022	611	28,204	5,064	233,754
	2,240	2,240		40.76	8/29/2021	19,240(5)	888,118	6,640	306,502
	4,687	1,563		34.82	8/30/2020	6,413(6)	296,024		
	6,000			21.79	8/25/2019	736	33,974		
	10,000			15.83	8/26/2018	1,250	57,700		
	10,500			14.79	8/27/2017	800	36,928		
						1,500	69,240		
						1,500	69,240		
						1,500	69,240		
						500	23,080		
Roger F. Thomson(7)		15,192		54.15	8/27/2023	1,569	72,425	7,312	337,522
	3,654	10,962		49.04	8/28/2022	1,733	79,995	6,583	303,871
		7,361		40.76	8/29/2021	2,821	130,217	15,936	735,606
		3,938		34.82	8/30/2020	1,313	60,608		
						1,500	69,240		
						2,000	92,320		
						2,000	92,320		
						2,000	92,320		
						1,500	69,240		
Steve Provost		15,192		54.15	8/27/2023	923	42,606	7,312	337,522
	3,654	10,962		49.04	8/28/2022	10,237(5)	472,540	6,583	303,871
	5,440	5,441		40.76	8/29/2021	1,733	79,995	8,632	398,453
	8,531	2,844		34.82	8/30/2020	2,085	96,244		
	16,500			21.79	8/25/2019	5,470	252,495		
	10,000			15.83	8/26/2018	1,250	57,700		
	2,750			14.79	8/27/2017	2,000	92,320		
	1,500			17.77	5/4/2017	1,500	69,240		
						1,000	46,160		

(1) Unvested options vest 25% per year for four years and have an eight year life.

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(2) The awards listed in this column for all NEOs are for our Career Equity program (details can be found in the Compensation Discussion and Analysis under the section entitled "Long-Term Incentives"). The only awards in this column that are not Career Equity are the retention grants for Mssrs. Edwards and Provost and Ms. Valade, which are also referenced in footnote (5).
(3) Restricted stock and restricted stock units are valued at the closing price of the Company's common stock as of the end of our fiscal year ended June 29, 2016.
(4) The grants in this column for all the NEOs reflect target awards under the F16-F18, F15-F17 and F14-F16 Performance Share Plan respectively. The F14-F16 award paid out on 8/16/16 at 50% of target. Mr. Roberts received 16,733 shares rather than the 33,466 shares listed, Ms. Valade received 3,320 shares rather than the 6,640 shares listed, Mr. Thomson received 7,968 shares rather than the 15,936 shares listed, and Mr. Provost received 4,316 shares rather than the 8,632 shares listed.
(5) For Mssrs. Edwards and Provost, this is a one-time retention grant that vests after three years. For Ms. Valade, this is a one-time retention grant that vests after five years.
(6) This is a one-time grant under our Career Equity program (details can be found in the Compensation Discussion and Analysis under the section entitled "Long-Term Incentives").
(7) On June 30, 2016, Mr. Thomson retired from the Company.

FISCAL 2016 OPTION EXERCISES AND STOCK VESTED TABLE

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)(2)	Value Realized on Vesting ($)(3)
Wyman T. Roberts	—	—	21,875	1,211,875
Thomas J. Edwards, Jr.	—	—	—	—
Kelli Valade	—	—	9,063	502,090
Roger F. Thomson(4)	47,285	948,377	17,500	969,500
Steve Provost	—	—	13,125	727,125

(1) Reflects the difference between the market price of our common stock at the date and time of exercise and the exercise price of the option.
(2) Reflects the vesting of restricted stock units under the F13-F15 Performance Share Plan.
(3) The value realized is based upon the fair market value of our common stock on the date of vesting multiplied by the number of shares/units which vested.
(4) On June 30, 2016, Mr. Thomson retired from the Company.

FISCAL 2016 NONQUALIFIED DEFERRED COMPENSATION TABLE

Name	Executive Contributions in Last Fiscal Year ($)(1)	Registrant Contributions in Last Fiscal Year ($)	Aggregate Earnings in Last Fiscal Year ($)(2)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last Fiscal Year-End ($)
Wyman T. Roberts	—	—	—	—	—
Thomas J. Edwards, Jr.	—	—	—	—	—
Kelli Valade	—	—	—	—	—
Roger F. Thomson(3)	—	—	15,373	—	480,660
Steve Provost	—	—	—	—	—

(1) Messrs. Roberts, Edwards and Provost and Ms. Valade do not participate in the program. Mr. Thomson participated in the program through December 2011.
(2) Our Non-qualified Deferred Compensation program pays a fixed rate of interest on participants' deferrals. For deferrals in calendar year 2015, the rate paid was 3.25%. Deferrals in calendar year 2016 earned interest at the rate of 3.25%.
(3) On June 30, 2016, Mr. Thomson retired from the Company.

FISCAL 2016 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL FOR WYMAN T. ROBERTS(1)

Benefits and Payments Upon Separation	Voluntary Resignation ($)	Retirement ($)	Involuntary Not For Cause Termination(4) ($)	For Cause Termination ($)	Change in Control ($)	Disability(7) ($)	Death(7) ($)
Cash Compensation							
Cash Severance(2)	—	—	916,667	—	916,667	—	—
Profit Sharing(3)	—	—	—	—	1,081,500	120,155	120,155
Equity Compensation(5)							
Stock Options	—	—	355,968	—	355,968	355,968	355,968
Performance Shares(6)	—	—	2,425,663	—	4,318,361	4,318,361	4,318,361
Restricted Stock	—	—	687,369	—	1,374,737	1,374,737	1,374,737
Benefits & Perquisites							
Deferred Savings Plan	—	—	—	—	—	—	—
Retiree Medical	—	—	—	—	—	—	—
Life Insurance(8)	—	—	—	—	—	—	3,500,000
Disability Insurance(9)	—	—	—	—	—	1,470,000	—
Accrued Vacation	—	—	—	—	—	—	—
Total	—	—	4,385,667	—	8,047,233	7,639,221	9,669,221

(1) Mr. Roberts is not eligible for retirement as of the last day of the fiscal year.
(2) Severance payments are based on tenure. Mr. Roberts would be eligible for severance equal to eleven months of salary.
(3) The profit sharing award shown was earned for fiscal 2016, but is unpaid as of the last day of the fiscal year under all scenarios except for Change in Control. Our profit sharing plan states that no less than a target award will be paid in the event of a change in control.
(4) In this scenario Mr. Roberts is able to retain his fiscal 2013 and 2014 option awards, a pro-rata portion of his fiscal 2015 and 2016 option awards, a pro-rata portion of his performance share awards and a pro-rata portion of his career equity awards.
(5) The amounts shown here do not include the value of any vested equity awards. For more information on Mr. Roberts' equity awards, please see the Fiscal 2016 Outstanding Equity Awards at Fiscal Year-End table.
(6) Under all of the scenarios listed, the fiscal 2014 performance shares reflect a payout of 50% (which was earned but unpaid as of the last day of the fiscal year) and a target payout for fiscal 2015 and 2016 awards.
(7) Under our death and disability provisions, Mr. Roberts would retain his unvested equity.
(8) The Company provides term life insurance for the NEOs at four times base salary with a maximum benefit of $3,500,000.
(9) Amount listed assumes that Mr. Roberts would be on Short Term Disability for nine months (the coverage allowed under our plan based on tenure) and then Long Term Disability for two years.

FISCAL 2016 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL FOR THOMAS J. EDWARDS, JR.(1)

Benefits and Payments Upon Separation	Voluntary Resignation ($)	Retirement ($)	Involuntary Not For Cause Termination(4) ($)	For Cause Termination ($)	Change in Control ($)	Disability(7) ($)	Death(7) ($)
Cash Compensation							
Cash Severance(2)	—	—	72,958	—	72,958	—	—
Profit Sharing(3)	—	—	—	—	271,134	30,123	30,123
Equity Compensation(5)							
Stock Options	—	—	—	—	—	—	—
Performance Shares(6)	—	—	197,627	—	488,558	488,558	488,558
Restricted Stock	—	—	—	—	728,497	728,497	728,497
Benefits & Perquisites							
Deferred Savings Plan	—	—	—	—	—	—	—
Retiree Medical	—	—	—	—	—	—	—
Life Insurance(8)	—	—	—	—	—	—	1,751,000
Disability Insurance(9)	—	—	—	—	—	685,808	—
Accrued Vacation	—	—	—	—	—	—	—
Total	—	—	270,585	—	1,561,147	1,932,986	2,998,178

(1) Mr. Edwards is not eligible for retirement as of the last day of the fiscal year.
(2) Severance payments are based on tenure. Mr. Edwards would be eligible for a severance equal to two months of salary.
(3) The profit sharing award shown was earned for fiscal 2016, but is unpaid as of the last day of the fiscal year under all scenarios except for Change in Control. Our profit sharing plan states that no less than a target award will be paid in the event of a change in control.
(4) In this scenario Mr. Edwards is able to retain a pro-rata portion of his fiscal 2015 and 2016 option awards and performance share awards, but none of his retention or career equity awards. Mr. Edwards is only able to retain the 2015 one-time retention award under the Change in Control, Disability and Death scenarios.
(5) The amounts shown here do not include the value of any vested equity awards. For more information on Mr. Edwards's equity awards, please see the Fiscal 2016 Outstanding Equity Awards at Fiscal Year-End table.
(6) Under all of the scenarios listed, the fiscal 2015 and 2016 performance shares reflect a target payout.
(7) Under our death and disability provisions, Mr. Edwards would retain his unvested equity.
(8) The Company provides term life insurance for the NEOs at four times base salary with a maximum benefit of $3,500,000.
(9) Amount listed assumes that Mr. Edwards would be on Short Term Disability for two months (the coverage allowed under our plan based on tenure) and then Long Term Disability for two years.

FISCAL 2016 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL FOR KELLI VALADE(1)

Benefits and Payments Upon Separation	Voluntary Resignation ($)	Retirement ($)	Involuntary Not For Cause Termination(4) ($)	For Cause Termination ($)	Change in Control ($)	Disability(7) ($)	Death(7) ($)
Cash Compensation							
Cash Severance(2)	—	—	397,838	—	397,838	—	—
Profit Sharing(3)	—	—	—	—	246,413	27,376	27,376
Equity Compensation(5)			—				
Stock Options	—	—	29,820	—	29,820	29,820	29,820
Performance Shares(6)	—	—	421,594	—	724,527	724,527	724,527
Restricted Stock	—	—	363,118	—	1,614,354	1,614,354	1,614,354
Benefits & Perquisites							
Deferred Savings Plan	—	—	—	—	—	—	—
Retiree Medical	—	—	—	—	—	—	—
Life Insurance(8)	—	—	—	—	—	—	1,591,352
Disability Insurance(9)	—	—	—	—	—	855,352	—
Accrued Vacation	—	—	—	—	—	—	—
Total	—	—	1,212,370	—	3,012,952	3,251,429	3,987,429

(1) Ms. Valade is not eligible for retirement as of the last day of the fiscal year.
(2) Severance payments are based on tenure. Ms. Valade would be eligible for the maximum severance payment of twelve months of salary.
(3) The profit sharing award shown was earned for fiscal 2016, but is unpaid as of the last day of the fiscal year under all scenarios except for Change in Control. Our profit sharing plan states that no less than a target award will be paid in the event of a change in control.
(4) In this scenario Ms. Valade is able to retain her fiscal 2013 and 2014 option awards, a pro-rata portion of her fiscal 2015 and 2016 option awards, a pro-rata portion of her performance share awards and a pro-rata portion of her career equity awards. Ms. Valade is only able to retain the 2014 one-time retention award under the Change in Control, Disability and Death scenarios.
(5) The amounts shown here do not include the value of any vested equity awards. For more information on Ms. Valade's equity awards, please see the Fiscal 2016 Outstanding Equity Awards at Fiscal Year-End table.
(6) Under all of the scenarios listed, the fiscal 2014 performance shares reflect a payout of 50% (which was earned but unpaid as of the last day of the fiscal year) and a target payout for fiscal 2015 and 2016 awards.
(7) Under our death and disability provisions, Ms. Valade would retain her unvested equity.
(8) The Company provides term life insurance for the NEOs at four times base salary with a maximum benefit of $3,500,000.
(9) Amount listed assumes that Ms. Valade would be on Short Term Disability for nine months (the maximum coverage allowed under our plan based on tenure) and then Long Term Disability for two years.

FISCAL 2016 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL FOR ROGER F. THOMSON(1) (9)

Benefits and Payments Upon Separation	Voluntary Resignation ($)	Retirement ($)	Involuntary Not For Cause Termination ($)	For Cause Termination ($)	Change in Control ($)	Disability(6) ($)	Death(6) ($)
Cash Compensation							
Cash Severance(2)	—	—	570,801	—	570,801	—	—
Profit Sharing(3)	39,513	39,513	39,513	—	355,653	39,513	39,513
Equity Compensation(4)							
Stock Options	84,406	84,406	84,406	—	84,406	84,406	84,406
Performance Shares(5)	1,009,196	1,009,196	1,009,196	—	1,009,196	1,009,196	1,009,196
Restricted Stock	758,685	758,685	758,685	—	758,685	758,685	758,685
Benefits & Perquisites							
Deferred Savings Plan	—	—	—	—	—	—	—
Retiree Medical	—	—	—	—	—	—	—
Life Insurance(7)	—	—	—	—	—	—	2,283,204
Disability Insurance(8)	—	—	—	—	—	1,148,101	—
Accrued Vacation	—	—	—	—	—	—	—
Total	1,891,800	1,891,800	2,462,601	—	2,778,741	3,039,901	4,175,004

(1) Mr. Thomson is eligible for retirement as of the last day of the fiscal year. It is assumed under any of the scenarios listed (excluding death and disability) he would retire from the Company.
(2) Severance payments are based on tenure. Mr. Thomson would be eligible for the maximum severance payment of twelve months of salary.
(3) The profit sharing award shown was earned for fiscal 2016, but is unpaid as of the last day of the fiscal year under all scenarios except for Change in Control. Our profit sharing plan states that no less than a target award will be paid in the event of a change in control.
(4) Under our retirement provisions, Mr. Thomson is able to retain:

- All of his unvested stock options;
- All of his performance shares; and
- All of his career equity.

The amounts shown here do not include the value of any vested equity awards. For more information on Mr. Thomson's equity awards, please see the Fiscal 2016 Outstanding Equity Awards at Fiscal Year-End table.

(5) Under all of the scenarios listed, the fiscal 2014 performance shares reflect a payout of 50% (which was earned but unpaid as of the last day of the fiscal year) and a target payout for fiscal 2015 and 2016 awards.
(6) Under our death and disability provisions, Mr. Thomson would retain his unvested equity.
(7) The Company provides term life insurance for the NEOs at four times base salary with a maximum benefit of $3,500,000.
(8) Amount listed assumes that Mr. Thomson would be on Short Term Disability for nine months (the maximum allowed under our plan based on tenure) and then Long Term Disability for two years.
(9) On June 30, 2016, Mr. Thomson retired from the Company.

FISCAL 2016 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL FOR STEVE PROVOST(1)

Benefits and Payments Upon Separation	Voluntary Resignation ($)	Retirement ($)	Involuntary Not For Cause Termination(4) ($)	For Cause Termination ($)	Change in Control ($)	Disability(7) ($)	Death(7) ($)
Cash Compensation							
Cash Severance(2)	—	—	258,663	—	258,663	—	—
Profit Sharing(3)	—	—	—	—	297,534	33,056	33,056
Equity Compensation(5)							
Stock Options	—	—	61,632	—	61,632	61,632	61,632
Performance Shares(6)	—	—	514,315	—	840,620	840,620	840,620
Restricted Stock	—	—	368,380	—	1,209,300	1,209,300	1,209,300
Benefits & Perquisites							
Deferred Savings Plan	—	—	—	—	—	—	—
Retiree Medical	—	—	—	—	—	—	—
Life Insurance(8)	—	—	—	—	—	—	1,773,688
Disability Insurance(9)	—	—	—	—	—	879,454	—
Accrued Vacation	—	—	—	—	—	—	—
Total	—	—	1,202,990	—	2,667,749	3,024,062	3,918,296

(1) Mr. Provost is not eligible for retirement as of the last day of the fiscal year.
(2) Severance payments are based on tenure. Mr. Provost would be eligible for a severance payment of seven months of salary.
(3) The profit sharing award shown was earned for fiscal 2016, but is unpaid as of the last day of the fiscal year under all scenarios except for Change in Control. Our profit sharing plan states that no less than a target award will be paid in the event of a change in control.
(4) In this scenario Mr. Provost is able to retain his fiscal 2013 and 2014 option awards, a pro-rata portion of his fiscal 2015 and 2016 option awards, a pro-rata portion of his performance share awards and a pro-rata portion of his career equity awards. Mr. Provost is only able to retain the 2016 one-time retention award under the Change in Control, Death, and Disability scenarios.
(5) The amounts shown here do not include the value of any vested equity awards. For more information on Mr. Provost's equity awards, please see the Fiscal 2016 Outstanding Equity Awards at Fiscal Year-End table.
(6) Under all of the scenarios listed, the fiscal 2014 performance shares reflect a payout of 50% (which was earned but unpaid as of the last day of the fiscal year) and a target payout for fiscal 2015 and 2016 awards.
(7) Under our death and disability provisions, Mr. Provost would retain his unvested equity.
(8) The Company provides term life insurance for the NEOs at four times base salary with a maximum benefit of $3,500,000.
(9) Amount listed assumes that Mr. Provost would be on Short Term Disability for seven months (the coverage allowed under our plan based on tenure) and then Long Term Disability for two years.

REPORT OF THE AUDIT COMMITTEE

In accordance with its written charter adopted by the Board of Directors, the Audit Committee assists the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of our accounting, auditing and financial reporting practices. Our management is responsible for our internal controls and the financial reporting process. KPMG LLP, our independent registered public accounting firm, is responsible for performing independent audits of our consolidated financial statements and internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). The Audit Committee's responsibility is to monitor and oversee these processes. The Audit Committee also is responsible for the selection of our independent registered public accounting firm. The Audit Committee is composed solely of independent directors who are qualified for service under NYSE listing standards and SEC rules.

In this context, the Audit Committee held discussions with our management regarding our audited consolidated financial statements. Our management represented to the Audit Committee that our audited consolidated financial statements were prepared in accordance with generally accepted accounting principles. Such discussions also involved an evaluation of the independence of KPMG LLP. The Audit Committee reviewed and discussed the audited consolidated financial statements with both management and KPMG LLP. The Audit Committee also discussed with KPMG LLP the matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16 (Communications with Audit Committees). The Audit Committee received the written disclosures and the letter from KPMG LLP required by applicable requirements of the PCAOB and discussed with KPMG LLP their independence in connection with their audit of our consolidated financial statements.

Based on the discussions with KPMG LLP concerning the audit, the independence discussions, and the financial statement review, and such other matters deemed relevant and appropriate by the Audit Committee, the Audit Committee recommended to the Board that the consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended June 29, 2016 for filing with the SEC. The Audit Committee approved the appointment of KPMG LLP as our independent registered public accounting firm for the 2016 fiscal year.

Further, in accordance with its written charter, the Audit Committee is responsible for discussions with management relating to the Company's processes to monitor and minimize significant risks and exposures. During fiscal 2016, the Audit Committee reviewed and discussed with management progress on the Company's enterprise risk management processes, including the evaluation of identified risks and alignment of Company processes to manage the risks within the Company's approved strategies.

Respectfully submitted,
AUDIT COMMITTEE

WILLIAM GILES (Chair)
HARRIET EDELMAN
ELAINE BOLTZ
MICHAEL GEORGE
GERARDO LOPEZ

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STOCK OWNERSHIP OF CERTAIN PERSONS

The following table shows the beneficial ownership of our common stock as of August 15, 2016 by (a) all persons known by us to beneficially own more than 5% of our common stock as of such date, (b) each present director, including present directors being considered for election at the annual meeting, (c) the NEOs, and (d) all executive officers and directors as a group.

Name	Number of Shares of Common Stock Beneficially Owned as of August 15, 2016	Number Attributable to Options Exercisable Within 60 Days of August 15, 2016	Percent(13)
JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017	5,788,420(1)	—(5)	10.54%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	4,806,477(2)	—(5)	8.75%
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	4,014,192(3)	—(5)	7.31%
LSV Asset Management 155 N. Wacker Dr., Suite 4600 Chicago, IL 60606	3,729,682(4)	—(5)	6.80%
Directors(6)			
Elaine L. Boltz	4,272(7)	—(8)	*
Joseph M. DePinto	49,297(7)	—(8)	*
Harriet Edelman	23,244(7)	—(8)	*
Michael A. George	29,944(7)	—(8)	*
William T. Giles	17,144(7)	—(8)	*
Gerardo I. Lopez	11,144(7)	—(8)	*
Jon L. Luther	17,544(7)	—(8)	*
George R. Mrkonic	29,406(7)	—(8)	*
Jose Luis Prado	4,587(7)	—(8)	*
Wyman T. Roberts	309,642(7)	216,618(8)	*
Named Executive Officers(6)(9)			
Thomas J. Edwards, Jr.	25,859(7)	5,803(10)	*
Steve Provost	92,356(7)	61,391(10)	*
Roger F. Thomson(11)	96,431(7)	15,192(10)	*
Kelli Valade	98,336(7)	42,915(10)	*
All Executive Officers and Directors as a Group (12) (20 persons)	968,780(7)	396,677(10)	1.76%

* Less than 1%.

(1) Based on information contained in Schedule 13G/A dated March 31, 2016, filed on April 7, 2016. The Schedule 13G/A reported that JPMorgan Chase & Co. owned 5,788,420 shares of common stock, and had sole dispositive power over 5,699,119 shares of common stock, shared dispositive power over 87,885 shares of common stock, sole voting power over 5,095,740 shares of common stock and shared voting power over 288,137 shares of common stock.

(2) Based on information contained in Schedule 13G/A dated December 31, 2015, filed on February 10, 2016. The Schedule 13G/A reported that The Vanguard Group, Inc. owned 4,806,477 shares of common stock, and had sole dispositive power

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over 4,762,774 shares of common stock, shared dispositive power over 43,703 shares of common stock, sole voting power over 44,103 shares of common stock and shared voting power over 3,200 shares of common stock.

(3) Based on information contained in Schedule 13G/A dated December 31, 2015, filed on February 10, 2016. The Schedule 13G/A reported that BlackRock, Inc. owned and had sole dispositive power over 4,014,192 shares of common stock and had sole voting power over 3,794,058 shares of common stock.

(4) Based on information contained in Schedule 13G dated December 31, 2015, filed on February 12, 2016. The Schedule 13G reported that LSV Asset Management owned and had sole dispositive power over 3,729,682 shares of common stock and had sole voting power over 2,148,159 shares of common stock.

(5) Not Applicable.

(6) We determined beneficial ownership in accordance with the rules of the SEC. Except as noted, and except for any community property interests owned by spouses, the listed individuals have sole investment power and sole voting power as to all shares of stock of which they are identified as being the beneficial owners.

(7) Our list includes shares of common stock which may be acquired by exercise of options vested, or vesting within 60 days of August 15, 2016, under one of the following plans: i) Stock Option and Incentive Plan and ii) 1999 Stock Option and Incentive Plan for Non-Employee Directors and Consultants, as applicable.

(8) Mr. Roberts owns 360,054 stock options, 216,618 of which have vested, or will vest, within 60 days of August 15, 2016. Messrs. DePinto, George, Giles, Lopez, Luther, Mrkonic and Prado, and Mms. Boltz and Edelman own no stock options.

(9) In addition to Mr. Roberts who serves as a director.

(10) Mr. Edwards owns 23,214 stock options, 5,803 of which have vested, or will vest, within 60 days of August 15, 2016. Mr. Provost owns 82,814 stock options, 61,391 of which have vested, or will vest, within 60 days of August 15, 2016. Mr. Thomson owns 15,192 stock options, all of which are vested. Ms. Valade owns 58,440 stock options, 42,917 of which have vested, or will vest, within 60 days of August 15, 2016. All Executive Officers and Directors as a Group own 650,822 stock options, 396,677 of which have vested, or will vest, within 60 days of August 15, 2016.

(11) Mr. Thomson retired from the Company on June 30, 2016.

(12) Includes Mr. Thomson.

(13) This percentage is based on number of outstanding shares of common stock as of August 15, 2016 (54,924,317 shares).

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under the securities laws of the United States, our directors and executive officers, and persons who own more than 10% of our common stock are required to report their initial ownership of our common stock and any subsequent changes in that ownership to the SEC and to furnish us with copies of all such reports. Based on our review of the reports we received and other written communications, we believe that all filing requirements were satisfied during fiscal 2016, except for a Form 4 filing filed on August 31, 2015, reporting the grant of stock on August 6, 2015 to Jose Luis Prado.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

It is our policy, where possible, to avoid transactions (except those which are employment related) with officers, directors, and affiliates. If we believe we should enter into any such transactions, we will do so on terms no less favorable to us than we could obtain from third parties, and such transactions will be approved by a majority of the disinterested directors of the Company. Except as noted below, there were no transactions required to be reported.

During fiscal 2016, we employed one family member of one of our executive officers as a part-time team member at one of our restaurants.

MISCELLANEOUS

The Annual Report to Shareholders of the Company, including our Form 10-K for the fiscal year ended June 29, 2016, accompanying this Proxy Statement is not deemed to be a part of the Proxy Statement.

By Order of the Board of Directors,

SCARLETT MAY
Secretary

Dallas, Texas
September 28, 2016

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BRINKER INTERNATIONAL, INC.

PROXY STATEMENT

FAQ's ABOUT THE MEETING AND VOTING

Why did you send this Proxy Statement to me?

The Board of Directors of Brinker International, Inc. (sometimes referred to here as "Brinker," "we," "us," "our," or the "Company") is soliciting the enclosed proxy to be used at the annual meeting of shareholders on November 16, 2016 at 9:00 a.m. (CST), and at any adjournment or postponement of that meeting. We posted this Proxy Statement and the accompanying proxy on or about September 28, 2016, to our website at *www.proxyvote.com*, and mailed notice on or about September 28, 2016 to all shareholders entitled to vote at the annual meeting.

Where is the annual meeting held?

The meeting will be held at our principal executive office campus, in the building located at 6700 LBJ Freeway, Dallas, Texas 75240.

What is the purpose of the annual meeting?

The purpose of the meeting is to:

- elect nine (9) directors (Pages 4-8);
- vote on the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the 2017 Fiscal Year (Page 9);
- cast an advisory vote on executive compensation (Page 10); and
- conduct any other business properly brought before the meeting or any adjournment or postponement thereof.

Why am I being asked to review materials on-line?

Under rules adopted by the U.S. Securities and Exchange Commission ("SEC"), we are furnishing proxy materials to our shareholders on the Internet, rather than mailing printed copies of those materials to each shareholder. If you receive a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials unless you request one. Instead, the Notice of Internet Availability of Proxy Materials will instruct you as to how you may access and review the proxy materials on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials. We anticipate that the Notice of Internet Availability of Proxy Materials will be mailed to shareholders on or about September 28, 2016.

How many votes do I have?

If we had your name on record as owning stock in Brinker International, Inc. at the close of business on September 19, 2016, then you are entitled to vote at the annual meeting. You are entitled to one vote for each share of Brinker's common stock you own as of that date. At the close of business on August 15, 2016, 54,924,317 shares of the Company's common stock were outstanding and eligible to vote.

How do I vote by proxy?

Whether you plan to attend the annual meeting or not, we encourage you to follow the instructions on the Notice of Internet Availability of Proxy Materials. You may vote:

- by Internet at *www.proxyvote.com* by using your 12-digit control number to access the site (you may find this number on your Notice of Internet Availability of Proxy Materials);
- by phone; and
- by requesting, completing and mailing a paper proxy card, as outlined in the Notice of Internet Availability of Proxy Materials.

How do I attend the annual meeting in person?

Seating at the annual meeting will be limited to Brinker's shareholders or their proxyholders and Brinker's invited guests. If you are a holder of record in your own name, please bring photo identification to the annual meeting. If you hold shares through a bank, broker or other third party, please bring photo identification and a current brokerage statement. Cameras, recording equipment and other electronic devices will not be permitted at the meeting. The annual meeting will begin promptly at 9:00 a.m. (CST) at our offices, so please plan to arrive accordingly. For directions to the annual meeting, please visit the Investor Information section of our website at http://www.brinker.com.

May I revoke my proxy?

You may change your vote or revoke your proxy any time before the annual meeting by:

- returning another proxy card with a later date;
- sending written notification of revocation to the Corporate Secretary at our principal executive offices at 6820 LBJ Freeway, Dallas, Texas 75240;
- entering a later vote by telephone or over the Internet; or
- attending the annual meeting and voting in person.

You should be aware that simply attending the annual meeting will not automatically revoke your previously submitted proxy. If you desire to do so, you must notify an authorized Brinker representative at the annual meeting of your desire to revoke your proxy and then you must vote in person.

Who pays for the solicitation of proxies and how are they solicited?

We pay the entire cost of the solicitation of these proxies. This cost includes preparation, assembly, printing, and mailing of this Proxy Statement and any other information we send to you. We may supplement our efforts to solicit your proxy in the following ways:

- we may contact you using the telephone or electronic communication;
- our directors, officers, or other regular employees may contact you personally; or
- we may hire agents for the sole purpose of contacting you regarding the proxy.

If we hire soliciting agents, we will pay them a reasonable fee for their services. We will not pay directors, officers, or other regular employees any additional compensation for their efforts to supplement our proxy solicitation.

Can I vote if my shares are held in "street name"?

If the shares you own are held in "street name" by a bank or brokerage firm, your bank or brokerage firm, as the record holder of your shares, is required to vote your shares according to your instructions. In order to vote your shares, you will need to follow the directions your bank or brokerage firm provides you. If you do not give instructions to your bank or brokerage firm, it will still be able to vote your shares with respect to certain “routine” items, but will not be allowed to vote your shares with respect to certain “non-routine” items. In the case of non-routine items, the shares will be treated as “broker non-votes,” which are not counted as cast and have no effect on the outcome of the vote. Election of directors is not considered a routine matter. We urge you to give your bank or brokerage firm instructions on all proposals in this proxy statement. To be able to vote your shares held in street name at the meeting, you will need to obtain a proxy from your bank or brokerage firm.

How do I vote if my shares are held in the Company’s 401(k) Plan?

If all or some of the shares you own are held through the Company’s 401(k) Plan, you may vote by phone or Internet by 11:59 p.m., EST, on November 11, 2016 or the Company’s agent must receive your paper proxy card on or before November 11, 2016.

What is “householding”?

If you and others in your household own your shares in street name, you may receive only one copy of this proxy statement and the annual report. This practice is known as “householding.” If you hold your shares in street name and would like additional copies of these materials, please contact your bank or broker. If you receive multiple copies and would prefer to receive only one set of these materials, please also contact your bank or broker. Brinker does not currently use householding for owners of record and will send notice to all owners of record before using householding. By using this method, we give all owners of record the opportunity to continue to receive multiple copies of these materials in the same household.

What constitutes a quorum?

In order for business to be conducted at the meeting, a quorum must be present. A quorum consists of the holders of a majority of the shares of common stock issued, outstanding and entitled to vote at the meeting. Shares of common stock represented in person or by proxy (including broker non-votes and shares that abstain or do not vote with respect to one or more of the matters to be voted upon) will be counted for the purpose of determining whether a quorum exists. If a quorum is not present, the meeting will be adjourned until a quorum is obtained.

What vote is required to approve each proposal?

- **Proposal 1: Elect Nine Directors**

The affirmative vote of a majority of shares of common stock present or represented by proxy and voting at the meeting is required to elect each of the nine nominees for director. Abstentions and broker non-votes have no effect on the outcome of the voting for each of the nominees.

- **Proposal 2: Ratify Selection of Independent Registered Public Accounting Firm for the 2017 Fiscal Year**

The affirmative vote of a majority of the shares of common stock present or represented by proxy and voting at the meeting is required to approve this proposal. Abstentions are counted as votes cast and have the same effect as votes against the proposal. Broker non-votes have no effect on the outcome of the voting on this proposal.

- **Proposal 3: Advisory Vote on Executive Compensation**

The approval, in an advisory, non-binding vote, of the compensation of the named executive officers of the Company by a majority of the shares of common stock present or represented by proxy and voting at the meeting is sought. Abstentions are counted as votes cast and have the same effect as votes against the proposal. Broker non-votes have no effect on the outcome of the voting on this advisory, non-binding approval.

How will my proxy get voted?

If you vote over the phone or Internet, or properly fill in and return a paper proxy card (if requested), the designated Proxies (Wyman T. Roberts and Bryan D. McCrory) will vote your shares as you have directed. If you submit a paper proxy card, but do not make specific choices, the designated Proxies will vote your shares as recommended by the Board of Directors as follows:

- “FOR” election of all nine nominees for director;
- “FOR” ratification of KPMG LLP as our independent registered public accounting firm for the 2017 Fiscal Year; and
- “FOR” approval in an advisory, non-binding vote of the compensation of our named executive officers.

How will voting on “any other business” be conducted?

Although we do not know of any business to be considered at the annual meeting other than the proposals described in this Proxy Statement, if any additional business is properly brought before the annual meeting, your signed or electronically transmitted proxy card gives authority to the designated Proxies to vote on such matters in their discretion.

Who will count the votes?

We have hired a third party, Broadridge Financial Solutions, to judge voting, be responsible for determining whether or not a quorum is present, and tabulate votes cast by proxy or in person at the Annual Meeting.

Where can I find voting results of the meeting?

We will announce general voting results at the meeting and publish final detailed voting results in a Form 8-K filed with the SEC within four (4) business days following the meeting.

May shareholders ask questions at the annual meeting?

Yes, our representatives will answer your questions after the conclusion of the formal business of the meeting. In order to give a greater number of shareholders an opportunity to ask questions, we may impose certain procedural requirements, such as limiting repetitive or follow-up questions, limiting the amount of time for a question, or requiring questions to be submitted in writing.

How do I submit a proposal for next year’s annual meeting?

If you have a proposal, other than a nomination for the Board of Directors, that you would like us to consider at the 2017 annual meeting of shareholders, you must submit your proposal to the Secretary of the Company no later than May 31, 2017 and must comply with the notice, information, and other provisions contained in the Company’s bylaws. If you would like your proposal to be included in our Proxy Statement and proxy relating to that meeting, it must also comply with the SEC rules, and you must submit it to us no later than May 31, 2017. Proposals should be sent to our executive offices at 6820 LBJ Freeway, Dallas, Texas 75240 in care of the Corporate Secretary.

How do I submit a nomination for the Board of Directors?

Any shareholder of the Company may recommend one or more individuals to be considered by the Governance and Nominating Committee of the Company's Board of Directors as a potential nominee or nominees for election as a director of the Company. If you wish to recommend one or more individuals for a position or positions on the Board of Directors, our bylaws require that you submit your recommendation, along with certain information about the candidate(s) to the Secretary of the Company. If you need a copy of the bylaws, you may obtain them free of charge from the Corporate Secretary or you may find them in the Company's public filings with the SEC. If you want to submit a recommendation for the Company's 2017 annual meeting of the shareholders, your submittal must be delivered to our principal executive offices at 6820 LBJ Freeway, Dallas, Texas 75240 to the attention of the Corporate Secretary on or before May 31, 2017.

How can I communicate with the Board of Directors?

If you or any interested party wishes to communicate with the Board of Directors, as a group, or with an individual director, such communication may be directed to the appropriate group or individual in care of the General Counsel, Brinker International, Inc., 6820 LBJ Freeway, Dallas, Texas 75240. Your Board of Directors has instructed the General Counsel to review and forward such communications to the appropriate person or persons for response.

How can I access Brinker's proxy materials and annual report electronically?

You can access the Company's proxy statement, 2016 Annual Report on Form 10-K and FY 2016 Annual Report at www.brinker.com. You may simply click on the "Investors" tab on the home page, and then the "Financial Reports" link in the red banner near the top of the page; the SEC filings section of our website will be available for your usage. We will also provide you free copies of these documents by sending a written request to the Company's Corporate Secretary at 6820 LBJ Freeway, Dallas, Texas 75240. If you received a Notice of Internet Availability of Proxy Materials, you may also access this information at the website described in the Notice. We also file and furnish our annual, quarterly and current reports and other information, including proxy statements, with the SEC. Our SEC filings are available to the public in the SEC's website at *www.sec.gov*. The FY 2016 Annual Report and the Form 10-K accompany this proxy statement, but are not considered part of the proxy soliciting materials.

How long may I rely upon the information in this proxy statement? May I rely upon other materials as well regarding the annual meeting?

You should rely upon the information contained in this Proxy Statement to vote on the proposals at the annual meeting. We have not authorized anyone to provide you with information that is different from what is contained in this proxy statement. This proxy statement is dated September 28, 2016. You should not assume that the information contained in this proxy statement is accurate as of any date other than such date, unless indicated otherwise in this proxy statement, and the mailing of the proxy statement to you shall not create any implication to the contrary. We would encourage you to check our website or the SEC's website for any required updates that we may make between the date of this proxy statement and date of the annual meeting.

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BRINKER INTERNATIONAL®

6820 LBJ Freeway, Dallas, TX 75240 • www.brinker.com

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BRINKER INTERNATIONAL, INC.
6820 LBJ FREEWAY
DALLAS, TX 75240

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by Brinker International, Inc. in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E13345-P82552-Z68594 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

BRINKER INTERNATIONAL, INC.

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors	For	Against	Abstain
1a. Elaine L. Boltz	☐	☐	☐
1b. Joseph M. DePinto	☐	☐	☐
1c. Harriet Edelman	☐	☐	☐
1d. Michael A. George	☐	☐	☐
1e. William T. Giles	☐	☐	☐
1f. Gerardo I. Lopez	☐	☐	☐
1g. George R. Mrkonic	☐	☐	☐
1h. Jose Luis Prado	☐	☐	☐
1i. Wyman T. Roberts	☐	☐	☐

For address changes and/or comments, please check this box and write them on the back where indicated. ☐

Please indicate if you plan to attend this meeting. ☐ **Yes** ☐ **No**

The Board of Directors recommends you vote FOR proposals 2 and 3.	For	Against	Abstain
2. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal 2017 year.	☐	☐	☐
3. To approve, by non-binding vote, executive compensation.	☐	☐	☐

NOTE: IN THE DISCRETION OF THE PROXIES, ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

V.1.1

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and 10-K Wrap are available at www.proxyvote.com.

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BRINKER INTERNATIONAL, INC.

PROXY

The undersigned hereby (a) acknowledges receipt of the notice of Annual Meeting of Shareholders of Brinker International, Inc. (the "Company") to be held at the Brinker International, Inc. principal executive office campus, in the building located at 6700 LBJ Freeway, Dallas, Texas 75240 on Wednesday, November 16, 2016, at 9:00 a.m., CST, and the Proxy Statement in connection therewith, and (b) appoints Wyman T. Roberts and Bryan D. McCrory, and each of them, as the undersigned's proxies with full power of substitution and revocation, for and in the name, place and stead of the undersigned, to vote upon and act with respect to all of the shares of Common Stock of the Company standing in the name of the undersigned or with respect to which the undersigned is entitled to vote and act at said meeting or at any adjournment thereof, and the undersigned directs that the undersigned's proxy be voted as shown on the reverse side hereof or as directed via Telephone or Internet.

If more than one of the proxies shall be present in person or by substitute at the meeting or any adjournment thereof, all of said proxies so present and voting, either in person or by substitute, shall exercise all of the powers hereby given or given via Telephone or Internet.

The undersigned hereby revokes any proxy or proxies heretofore given to vote upon or act with respect to such stock and hereby ratifies and confirms all that said proxies, their substitutes, or any of them, may lawfully do by virtue hereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Address Changes/Comments: ____

____

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

V.1.1

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***** Exercise Your *Right* to Vote *****
Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on November 16, 2016.

BRINKER INTERNATIONAL, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: September 19, 2016
Date: November 16, 2016 **Time:** 9:00 a.m., CST
Location: Brinker International, Inc.
Principal Executive Office
6700 LBJ Freeway
Dallas, Texas 75240

BRINKER INTERNATIONAL, INC.
6820 LBJ FREEWAY
DALLAS, TX 75240

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
NOTICE AND PROXY STATEMENT 10-K WRAP

How to View Online:
Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: *www.proxyvote.com.*

How to Request and Receive a PAPER or E-MAIL Copy:
If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com
2) *BY TELEPHONE*: 1-800-579-1639
3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before November 2, 2016 to facilitate timely delivery.

— How To Vote —
Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com.* Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors

   1a. Elaine L. Boltz

   1b. Joseph M. DePinto

   1c. Harriet Edelman

   1d. Michael A. George

   1e. William T. Giles

   1f. Gerardo I. Lopez

   1g. George R. Mrkonic

   1h. Jose Luis Prado

   1i. Wyman T. Roberts

The Board of Directors recommends you vote FOR proposals 2 and 3.

2. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal 2017 year.

3. To approve, by non-binding vote, executive compensation.

NOTE: IN THE DISCRETION OF THE PROXIES, ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.