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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 25, 2015

### BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

1-10275

(Commission File  
Number)

75-1914582

(IRS Employment  
Identification No.)

6820 LBJ Freeway  
Dallas, Texas 75240

(Address of principal executive offices)

Registrant's telephone number, including area code 972-980-9917

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
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**Section 8 - Other Events**

**Item 8.01. Other Events**

In a Press Release issued today, Brinker International, Inc. announced it has acquired Pepper Dining Holding Corp., a franchisee of 103 Chili's® Grill & Bar restaurants, as more particularly described in the Press Release.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

99.1 Press Release, dated June 25, 2015.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRINKER INTERNATIONAL, INC.

Date: June 25, 2015

By: /s/ Wyman T. Roberts

Wyman T. Roberts, Chief Executive Officer and President  
and President of Chili's Grill & Bar



**FOR IMMEDIATE RELEASE**

Contacts: Media Relations  
(800) 775-7290

Investor Relations  
(972) 770-9040

**Brinker International Acquires 103 Franchised Chili's Restaurants**

Acquisition expected to be EPS accretive in fiscal year 2016 and  
strengthen long-term free cash flow generation

DALLAS (June 25, 2015) -- Brinker International, Inc. (NYSE: EAT) today announced it has acquired Pepper Dining Holding Corp., a franchisee of 103 Chili's® Grill & Bar restaurants primarily located in the Northeast and Southeast. The purchase price of \$106.5 million was funded with availability under Brinker's existing credit facility and the acquisition is expected to be EPS accretive in fiscal year 2016.

"This acquisition represents a compelling opportunity to create value for our shareholders and generate additional earnings and cash flow growth," said Wyman Roberts, CEO and President of Brinker International and President of Chili's Grill & Bar. "We plan to leverage our strong Chili's operations infrastructure, roll out the brand's new loyalty program to all restaurants and complete reimagining of the portfolio. More broadly, Brinker remains committed to our other franchise partners and looks forward to continuing to support their growth and expansion."

This transaction fits within Brinker's capital allocation strategy of investing in the business, managing debt within investment grade metrics and returning cash to shareholders. Any capital needs of the acquired restaurants will be funded with cash generated from the restaurants with no expected impact to share repurchase capacity.

The company will provide more details about the acquisition on its upcoming fourth quarter earnings call in August, including transition costs and earnings accretion, which remains subject to completion of normal asset valuation process.

Brinker International, Inc. is one of the world's leading casual dining restaurant companies. Founded in 1975 and based in Dallas, Texas, as of March 25, 2015, Brinker owned, operated, or franchised 1,629 restaurants under the names Chili's® Grill & Bar (1,580 restaurants) and Maggiano's Little Italy® (49 restaurants).

**About Brinker**

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**Forward-Looking Statements**

The statements contained in this release that are not historical facts are forward-looking statements. These forward-looking statements involve risks and uncertainties and, consequently, could be affected by general business and economic conditions, financial and credit market conditions, credit availability, reduced disposable income, the impact of competition, the impact of mergers, acquisitions, divestitures and other strategic transactions, franchisee success, the seasonality of the company's business, increased minimum wages, increased health care costs, adverse weather conditions, future commodity prices, product availability, fuel and utility costs and availability, terrorist acts, consumer perception of food safety, changes in consumer taste, health epidemics or pandemics, changes in demographic trends, availability of employees, unfavorable publicity, the company's ability to meet its business strategy plan, acts of God, governmental regulations, inflation, technology failures, and failure to protect the security of data of our guests and teammates.

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