UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended December 29, 1999

Commission File Number 1-10275

BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	75-1914582
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6820 LBJ FREEWAY, DALLAS, TEXAS 75240
(Address of principal executive offices)
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Number of shares of common stock of registrant outstanding at December 29, 1999: _65,149,868

BRINKER INTERNATIONAL, INC.

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PART I. FINANCIAL INFORMATION

BRINKER INTERNATIONAL, INC.
Condensed Consolidated Balance Sheets
(In thousands)

ASSETS	December 29, 1999 (Unaudited)	June 30, 1999
Current Assets:		
Cash and Cash Equivalents	$ 21,308	$ 12,597
Accounts Receivable	19,946	21,390
Inventories	16,687	15,050
Prepaid Expenses	46,985	46,431
Deferred Income Taxes	2,837	5,585
Other	4,095	2,097
Total Current Assets	111,858	103,150
Property and Equipment, at Cost:		
Land	179,871	169,368
Buildings and Leasehold Improvements	694,703	650,000
Furniture and Equipment	367,188	351,729
Construction-in-Progress	69,918	46,186
	1,311,680	1,217,283
Less Accumulated Depreciation and Amortization	443,856	403,907
Net Property and Equipment	867,824	813,376
Other Assets:		
Goodwill	73,068	74,190
Other	94,273	94,928
Total Other Assets	167,341	169,118
Total Assets	$ 1,147,023	$ 1,085,644

(continued)

BRINKER INTERNATIONAL, INC.
Condensed Consolidated Balance Sheets
(In thousands, except share and per share amounts)

LIABILITIES AND SHAREHOLDERS' EQUITY	December 29, 1999 (Unaudited)	June 30, 1999
Current Liabilities:		
Current Installments of Long-term Debt	$ 14,635	$ 14,635
Accounts Payable	66,273	74,100
Accrued Liabilities	109,958	101,384
Total Current Liabilities	190,866	190,119
Long-term Debt, Less Current Installments	212,990	183,158
Deferred Income Taxes	10,159	9,140
Other Liabilities	44,451	41,788
Commitments and Contingencies		
Shareholders' Equity:		
Preferred Stock - 1,000,000 Authorized Shares; $1.00 Par Value; No Shares Issued	-	-
Common Stock - 250,000,000 Authorized Shares; $.10 Par Value; 78,364,522 Shares Issued and 65,149,868 Shares Outstanding at December 29, 1999, and 78,150,054 Shares Issued and 65,899,445 Shares Outstanding at June 30, 1999	7,836	7,815
Additional Paid-In Capital	290,532	285,448
Retained Earnings	595,446	542,918
	893,814	836,181

Less:		
Treasury Stock, at Cost (13,214,654 shares at December 29, 1999 and 12,250,609 shares at June 30, 1999)	201,015	174,742
Unearned Compensation	4,242	-
Total Shareholders' Equity	688,557	661,439
Total Liabilities and Shareholders' Equity	$ 1,147,023	$ 1,085,644

See accompanying notes to condensed consolidated financial statements.

BRINKER INTERNATIONAL, INC.
Condensed Consolidated Statements of Income
(In thousands, except per share amounts)
(Unaudited)

	13 Week Periods Ended		26 Week Periods Ended	
	Dec. 29, 1999	Dec. 23, 1998	Dec. 29, 1999	Dec. 23, 1998
Revenues	$ 520,900	$ 443,975	$1,031,933	$ 876,076
Operating Costs and Expenses:				
Cost of Sales	139,539	121,834	275,729	239,594
Restaurant Expenses	290,635	248,791	575,360	488,981
Depreciation and Amortization	22,784	19,530	44,901	38,523
General and Administrative	24,405	22,200	47,912	43,551
Total Operating Costs and Expenses	477,363	412,355	943,902	810,649
Operating Income	43,537	31,620	88,031	65,427
Interest Expense	3,120	2,327	5,518	4,389
Other, Net	1,486	2,330	2,072	3,417
Income Before Provision for Income Taxes and Cumulative Effect of Accounting Change	38,931	26,963	80,441	57,621
Provision for Income Taxes	13,509	9,356	27,913	19,994
Income Before Cumulative Effect of Accounting Change	25,422	17,607	52,528	37,627
Cumulative Effect of Accounting Change	-	-	-	6,407
Net Income	$ 25,422	$ 17,607	$ 52,528	$ 31,220
Basic Earnings Per Share:				
Income Before Cumulative Effect of Accounting Change	$ 0.39	$ 0.27	$ 0.80	$ 0.58
Cumulative Effect of Accounting Change	-	-	-	0.10
Basic Net Income Per Share	$ 0.39	$ 0.27	$ 0.80	$ 0.48
Diluted Earnings Per Share:				
Income Before Cumulative Effect of Accounting Change	$ 0.38	$ 0.26	$ 0.78	$ 0.56
Cumulative Effect of Accounting Change	-	-	-	0.10
Diluted Net Income Per Share	$ 0.38	$ 0.26	$ 0.78	$ 0.46
Basic Weighted Average Shares Outstanding	65,377	65,608	65,663	65,691
Diluted Weighted Average Shares Outstanding	66,977	67,781	67,456	67,688

See accompanying notes to condensed consolidated financial statements.

BRINKER INTERNATIONAL, INC.

Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	26 Week Periods Ended December 29, 1999	26 Week Periods Ended December 23, 1998
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 52,528	$ 31,220
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	45,755	38,523
Deferred Income Taxes	3,767	2,700
Cumulative Effect of Accounting Change	-	6,407
Changes in Assets and Liabilities:		
Receivables	(554)	(301)
Inventories	(1,637)	(1,517)
Prepaid Expenses	1,603	(546)
Other Assets	891	1,233
Accounts Payable	(7,827)	3,418
Accrued Liabilities	7,774	10,645
Other Liabilities	2,663	(384)
Net Cash Provided by Operating Activities	104,963	91,398
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for Property and Equipment	(98,933)	(92,938)
Investment in Equity Method Investees	(888)	(3,509)
Net Advances to Affiliates	-	(15,878)
Net Cash Used in Investing Activities	(99,821)	(112,325)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net Borrowings on Credit Facilities	29,832	40,345
Proceeds from Issuances of Treasury Stock	4,913	11,893
Purchases of Treasury Stock	(31,176)	(18,021)
Net Cash Provided by Financing Activities	3,569	34,217
Net Increase in Cash and Cash Equivalents	8,711	13,290
Cash and Cash Equivalents at Beginning of Period	12,597	9,382
Cash and Cash Equivalents at End of Period	$ 21,308	$ 22,672
CASH PAID DURING THE PERIOD:		
Interest, Net of Amounts Capitalized	$ 4,914	$ 4,220
Income Taxes, Net of Refunds	$ 28,680	$ 24,375

See accompanying notes to condensed consolidated financial statements.

BRINKER INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation

The condensed consolidated financial statements of Brinker International, Inc. and its wholly-owned subsidiaries (collectively, the "Company") as of December 29, 1999 and June 30, 1999 and for the thirteen week and twenty-six week periods ended December 29, 1999 and December 23, 1998, respectively, have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Company owns and operates or franchises various restaurant concepts under the names of Chili's Grill & Bar ("Chili's"), Romano's Macaroni Grill ("Macaroni Grill"), On The Border Mexican Grill & Cantina ("On The Border"), Cozymel's Coastal Mexican Grill ("Cozymel's"), Maggiano's Little Italy ("Maggiano's"), and Corner Bakery Cafe ("Corner Bakery"). In addition, the Company is involved in the operation and development of the Eatzi's Market and Bakery ("Eatzi's"), Big Bowl, and Wildfire concepts.

The information furnished herein reflects all adjustments (consisting only of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly state the operating results for the respective periods. However, these operating results are not necessarily indicative of the results expected for the full fiscal year. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to SEC rules and regulations. The notes to the condensed consolidated financial statements should be read in conjunction with the notes to the consolidated financial statements contained in the June 30, 1999 Form 10-K. Company management believes that the disclosures are sufficient for interim financial reporting purposes.

Certain prior year amounts have been reclassified in the accompanying condensed consolidated financial statements to conform with current year presentation.

2. Commitments

In September 1999, the Company entered into a $25.0 million equipment leasing facility. During fiscal 2000, the Company has utilized $15.4 million of the facility. The facility, which is accounted for as an operating lease, expires in fiscal 2006. The Company guarantees a residual value related to the equipment of approximately 87% of the total amount funded under the facility. At the end of the lease term, the Company has the option to purchase all of the leased equipment for an amount equal to the unamortized lease balance, which amount will be no more than 75% of the total amount funded under the facility.

In September 1999, the Company also entered into a $50.0 million real estate leasing facility. During fiscal 2000, the Company has utilized $3.9 million of the facility. The facility, which is accounted for as an operating lease, expires in fiscal 2007. The Company guarantees the residual value related to the properties, which will be approximately 87% of the total amount funded under the facility. At the end of the lease term, the Company has the option to purchase all of the leased real estate for an amount equal to the unamortized lease balance.

3. Preopening Costs

The Company elected early adoption of Statement of Position 98-5 ("SOP 98-5"), "Reporting on the Costs of Start-Up Activities," retroactive to the first quarter of fiscal 1999. This new accounting standard requires the Company to expense all start-up and preopening costs as they are incurred. The Company previously deferred such costs and amortized them over the twelve-month period following the opening of each restaurant. The Condensed Consolidated Statement of Income for the twenty-six week period ended December 23, 1998 reflects the cumulative effect of this accounting change, net of related income tax benefit.

4. Treasury Stock

The Company's Board of Directors previously approved a plan to repurchase up to $110.0 million of the Company's common stock. Pursuant to the plan and in accordance with applicable securities regulations, the Company repurchased approximately 597,300 shares of its common stock for approximately $13.7 million during the second quarter of fiscal 2000, resulting in a cumulative repurchase total of 4,275,000 shares of its common stock for approximately $96.4 million. The Company's repurchase plan was used by the Company to offset the dilutive effect of stock option exercises and increase shareholder value. The repurchased common stock is reflected as a reduction of shareholders' equity.

5. Long Term Incentive Plan

Pursuant to shareholder approval in November 1999, the Company implemented the Long Term Incentive Plan (the "Plan") for certain key employees, one component of which is the award of restricted common stock in lieu of cash. During the second quarter of fiscal 2000, approximately 214,000 shares of restricted common stock were awarded, the majority of which vests over a three-year period. Unearned compensation was recorded at the date of award based on the market value of the shares and is being recorded as compensation expense over the vesting period. Unearned compensation related to these shares, included as a separate component of shareholders' equity, was approximately $4.2 million at December 29, 1999.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following table sets forth selected operating data as a percentage of total revenues for the periods indicated. All information is derived from the accompanying condensed consolidated statements of income.

	13 Week Periods Ended		26 Week Periods Ended	
	Dec. 29, 1999	Dec. 23, 1998	Dec. 29, 1999	Dec. 23, 1998
Revenues	100.0%	100.0%	100.0%	100.0%
Operating Costs and Expenses:				
Cost of Sales	26.8%	27.4%	26.7%	27.3%
Restaurant Expenses	55.8%	56.0%	55.8%	55.8%
Depreciation and Amortization	4.4%	4.4%	4.4%	4.4%
General and Administrative	4.7%	5.0%	4.6%	5.0%
Total Operating Costs and Expenses	91.6%	92.9%	91.5%	92.5%
Operating Income	8.4%	7.1%	8.5%	7.5%
Interest Expense	0.6%	0.5%	0.5%	0.5%
Other, Net	0.3%	0.5%	0.2%	0.4%
Income Before Provision for Income Taxes and Cumulative Effect of Accounting Change	7.5%	6.1%	7.8%	6.6%
Provision for Income Taxes	2.6%	2.1%	2.7%	2.3%
Income Before Cumulative Effect of Accounting Change	4.9%	4.0%	5.1%	4.3%
Cumulative Effect of Accounting Change	-	-	-	0.7%
Net Income	4.9%	4.0%	5.1%	3.6%

The following table details the number of restaurant openings during the second quarter and year-to-date, as well as total restaurants open at the end of the second quarter.

	Second Quarter Openings		Year-to-Date Openings		Total Open at End of Second Quarter	
	Fiscal 2000	Fiscal 1999	Fiscal 2000	Fiscal 1999	Fiscal 2000	Fiscal 1999
Chili's:						
Company-owned	8	5	20	15	454	429
Franchised	9	11	16	15	202	174
Total	17	16	36	30	656	603
Macaroni Grill:						
Company-owned	3	3	9	8	137	119
Franchised	--	--	--	--	3	2
Total	3	3	9	8	140	121
On The Border:						
Company-owned	5	2	10	7	77	57
Franchised	1	2	3	5	26	20
Total	6	4	13	12	103	77
Cozymel's	--	1	--	1	13	13
Maggiano's	1	2	1	3	11	10
Corner Bakery:						
Company-owned	4	11	6	15	55	45
Franchised	1	--	1	--	1	--
Total	5	11	7	15	56	45
Eatzi's	--	1	--	2	5	5
Wildfire	--	--	--	1	3	2

Big Bowl	--	2	--	2	4	4
Grand total	32	40	66	74	991	880

REVENUES

Revenues for the second quarter of fiscal 2000 increased to $520.9 million, 17.3% over the $444.0 million generated for the same quarter of fiscal 1999. Revenues for the twenty-six week period ended December 29, 1999 rose 17.8% to $1,031.9 million from the $876.1 million generated for the same period of fiscal 1999. The increases are primarily attributable to a net increase of 74 company-owned restaurants since December 23, 1998 and an increase in comparable store sales for the both the second quarter and year-to-date of fiscal 2000 compared to fiscal 1999. The Company increased its capacity (as measured in sales weeks) for the second quarter and year-to-date of fiscal 2000 by 12.1% and 12.6%, respectively, compared to the respective prior year periods. Comparable store sales increased 5.2% and 5.3% for the second quarter and year-to-date, respectively, from the same periods of fiscal 1999. On a concept basis, comparable store sales increased for the quarter and year-to-date compared to the same periods of fiscal 1999 by 5.4% and 6.0% at Chili's, 4.5% and 3.8% at Macaroni Grill, and 4.4% and 3.1% at On The Border, respectively. Menu prices in the aggregate increased 1.5% in fiscal 2000 as compared to fiscal 1999.

COSTS AND EXPENSES (as a percent of Revenues)

Cost of sales decreased for the second quarter and year-to-date of fiscal 2000 as compared to the respective periods of fiscal 1999. Improved purchasing leverage, menu price increases, and favorable commodity price variances for poultry and dairy attributed to the decrease in cost of sales for both the quarter and year-to-date. These favorable variances were partially offset by unfavorable product mix changes.

Restaurant expenses decreased in the second quarter and remained flat for the first six months of fiscal 2000 compared to the respective periods of fiscal 1999. Restaurant labor wage rates were higher than in the prior year, but were fully offset by increased sales leverage, improvements in labor productivity, and menu price increases.

Depreciation and amortization remained flat for both the second quarter and year-to-date of fiscal 2000 compared to the respective periods of fiscal 1999. Depreciation and amortization decreases resulted from the continued utilization of the equipment leasing facilities, increased sales leverage and a declining depreciable asset base for older units. Offsetting these decreases were increases in depreciation related to new unit construction and ongoing remodel costs.

General and administrative expenses decreased for both the second quarter and year-to-date of fiscal 2000 compared to the respective periods of fiscal 1999 as a result of the Company's continued focus on controlling corporate expenditures relative to increasing revenues and number of restaurants and increased sales leverage.

Interest expense increased in the second quarter and remained flat for the first six months of fiscal 2000 compared with the respective periods of fiscal 1999 primarily as a result of increased borrowings on the Company's credit facilities primarily used to fund the Company's continuing stock repurchase plan and a decrease in the construction-in-progress balances subject to interest capitalization. These increases were partially offset for the second quarter and fully offset for year-to-date by increased sales leverage as well as a decrease in the interest on senior notes due to the scheduled repayment made in April 1999.

Other, net decreased for both the second quarter and year-to-date of fiscal 2000 compared to the respective periods of fiscal 1999 primarily due to a decrease in the Company's share of net losses in unconsolidated equity method investees.

CUMULATIVE EFFECT OF ACCOUNTING CHANGE

The cumulative effect of accounting change is the result of the Company's early adoption of SOP 98-5 retroactive to the first quarter of fiscal 1999 as discussed previously in the "Notes to Condensed Consolidated Financial Statements" section. The cumulative effect of this accounting change, net of income tax benefit, was $6.4 million or $0.10 per diluted share. This new accounting standard accelerates the Company's recognition of preopening costs, but will benefit the post-opening results of new restaurants.

NET INCOME AND NET INCOME PER SHARE

Net income for the second quarter and year-to-date of fiscal 2000 increased 44.4% and 68.3%, respectively, compared to the respective periods of fiscal 1999. Diluted net income per share for the second quarter and year-to-date of fiscal 2000 increased 46.2% and 69.6%, respectively, compared to the respective periods of fiscal 1999. Excluding the effects of the adoption of SOP 98-5 in the first quarter of fiscal 1999, net income for the year-to-date period of fiscal 2000 increased 39.6% from $37.6 million to $52.5 million and diluted net income per share increased 39.3% from $.56 to $.78. The increase in both net income and diluted net income per share before consideration of the adoption of SOP 98-5 was mainly due to an increase in revenues resulting from increases in capacity (as measured in sales weeks), comparable store sales, and menu prices and decreases in commodity prices and general and administrative expenses. Diluted weighted average shares outstanding for the second quarter decreased 1.2% compared to the prior year period due to the effect of treasury stock repurchases, partially offset by stock option exercises.

IMPACT OF INFLATION

The Company has not experienced a significant overall impact from inflation. As operating expenses increase, the Company, to the extent permitted by competition, recovers increased costs by either increasing menu prices or reviewing, then implementing, alternative products or processes.

LIQUIDITY AND CAPITAL RESOURCES

The working capital deficit decreased from $87.0 million at June 30, 1999 to $79.0 million at December 29, 1999. Net cash provided by operating activities increased to $105.0 million for the second quarter of fiscal 2000 from $91.4 million during the same period in fiscal 1999 due to increased profitability, partially offset by the timing of operational receipts and payments.

Long-term debt outstanding at December 29, 1999 consisted of $71.4 million of unsecured senior notes, $140.0 million of borrowings on credit facilities, and obligations under capital leases. The Company has credit facilities totaling $370.0 million and at December 29, 1999, the Company had $228.3 million in available funds from these facilities.

During the first quarter of fiscal 2000, the Company entered into a $25.0 million equipment leasing facility. As of December 29, 1999, $15.4 million of the facility had been utilized. In addition, the Company entered into a $50.0 million real estate leasing facility. As of December 29, 1999, $3.9 million of the facility had been utilized. The remaining leasing facilities will be used to lease equipment and real estate during the remainder of fiscal year 2000 and all of fiscal year 2001.

Capital expenditures consist of purchases of land for future restaurant sites, new restaurants under construction, purchases of new and replacement restaurant furniture and equipment, and ongoing remodeling programs. Capital expenditures, net of amounts funded under the respective equipment and real estate leasing facilities, were $98.9 million for the first two quarters of fiscal 2000 as compared to $92.9 million for the same period of fiscal 1999. The amount of capital expenditures in the first half of fiscal 2000 was essentially flat compared to the same period in fiscal 1999 due to an almost equal number of restaurants being constructed or opened during the respective periods. The Company estimates that its capital expenditures during the third quarter will approximate $54 million. These capital expenditures will be funded from internal operations, cash equivalents, and drawdowns on the Company's available lines of credit.

The Company is not aware of any other event or trend which would potentially affect its liquidity. In the event such a trend develops, the Company believes that there are sufficient funds available under its lines of credit and that it has strong internal cash generating capabilities to adequately manage the expansion of business.

YEAR 2000

The Company has addressed the potential business risks associated with the Year 2000. Issues relating to the Year 2000 could have arisen with the Company's vendors, franchise and joint venture business partners, mission-critical systems, or mission-critical equipment. As of the filing date of this report, the Year 2000 issue has not had a material adverse impact on the Company.

Some business risks associated with the Year 2000 issue may remain. However, it is not anticipated that any future Year 2000 issues will have a material adverse effect on the Company's business, consolidated financial position, results of operations, or cash flows.

The enterprise-wide program has cost approximately $2.7 million from inception in calendar year 1997 through December 29, 1999. The Company estimates that the total cost of the program will be approximately $3.0 million and that any remaining costs will be incurred prior to the end of fiscal 2000. All estimated costs have been budgeted and are expected to be funded by the Company's available cash.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk from changes in interest rates on debt and changes in commodity prices.

The Company's net exposure to interest rate risk consists of floating rate instruments that are benchmarked to U.S. and European short-term interest rates. The Company may from time to time utilize interest rate swaps and forwards to manage overall borrowing costs and reduce exposure to adverse fluctuations in interest rates. The Company does not use derivative instruments for trading purposes and the Company has procedures in place to monitor and control derivative use. The impact on the Company's results of operations of a one-point interest rate change on the outstanding balance of the variable rate debt as of December 29, 1999 would be immaterial.

The Company purchases certain commodities such as beef, chicken, flour and cooking oil. These commodities are generally purchased based upon market prices established with vendors. The purchase arrangements may contain contractual features that limit the price paid by establishing certain price floors or caps. The Company does not use financial instruments to hedge commodity prices because these purchase arrangements help control the ultimate cost paid and any commodity price aberrations that are not covered by contracts are generally short term in nature.

This market risk discussion contains forward-looking statements. Actual results may differ materially from this discussion based upon general market conditions and changes in domestic and global financial markets.

NEW ACCOUNTING PRONOUNCEMENTS

In June 1998, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 133 ("SFAS No. 133"), "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 establishes accounting and reporting standards for derivative instruments and hedging activities. In June 1999, the FASB issued Statement of Financial Accounting Standards No. 137 ("SFAS No. 137"), "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133," which defers the effective date of SFAS No. 133 until the Company's first quarter financial statements in fiscal 2001. The Company is not currently involved in derivative instruments or hedging activities, and therefore, will measure the impact of SFAS No. 133 as it becomes necessary.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein are forward-looking regarding future economic performance, restaurant openings, operating margins, the availability of acceptable real estate locations for new restaurants, the sufficiency of cash balances and cash generated from operating and financing activities for future liquidity and capital resource needs, and other matters. These forward-looking statements involve risks and uncertainties and, consequently, could be affected by general business conditions, the impact of competition, the seasonality of the Company's business, governmental regulations, inflation, changes in economic conditions, consumer perceptions of food safety, changes in consumer tastes, governmental monetary policies, changes in demographic trends, identification and availability of suitable and economically viable locations for new restaurants, food and labor costs, availability of materials and employees, or weather and other acts of God.

PART II. OTHER INFORMATION

Item 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Proxy Statement dated September 24, 1999 for the Annual Meeting of Shareholders held on November 4, 1999, as filed with the Securities and Exchange Commission on September 24, 1999, is incorporated herein by reference.

(a) The Annual Meeting of Shareholders of the Company was held on November 4, 1999.

(b) Each of the management's nominees, as described in the Proxy Statement referenced above, was elected a director to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified.

	Votes For	Votes Against or Withheld
Norman E. Brinker	59,152,070	606,040
Ronald A. McDougall	59,152,286	605,824
Douglas H. Brooks	59,188,970	569,140
Donald J. Carty	59,185,224	572,886
Dan W. Cook III	58,593,026	1,165,084
Marvin J. Girouard	58,627,353	1,130,757
J.M. Haggar, Jr.	59,142,291	615,819
Frederick S. Humphries	59,152,008	606,102
Ron Kirk	59,182,176	575,934
Jeffrey A. Marcus	59,186,369	571,741
James E. Oesterreicher	59,150,773	607,337
Roger T. Staubach	59,149,346	608,764

(c) The following matters were also voted upon at the meeting and approved by the shareholders:

(i) re-approval of the Company's Profit Sharing Plan

Number of Affirmative Votes Cast	Number of Negative Votes Cast
58,927,343	781,084

Number of Abstain Votes Cast

49,683

(ii) approval of the Company's Executive Long-Term Incentive Plan

Number of Affirmative Votes Cast	Number of Negative Votes Cast
58,834,455	867,489

Number of Abstain Votes Cast

56,166

(iii) approval of the Company's 1999 Stock Option and Incentive Plan for Non-Employee Directors and Consultants

Number of Affirmative Votes Cast   Number of Negative Votes Cast

46,559,086	13,137,164

Number of Abstain Votes Cast

61,860

Item 6: EXHIBITS

Exhibit 27 Financial Data Schedules. Filed with EDGAR version.

(a) Financial Data Schedule as of and for the 26-week period ended December 29, 1999.

(b) Restated Financial Data Schedule as of and for the 26-week period ended December 23, 1998.

SIGNATURES

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

BRINKER INTERNATIONAL, INC.

Date: February 10, 2000 By:____
Ronald A. McDougall, Vice Chairman
and Chief Executive Officer
(Duly Authorized Signatory)

Date: February 10, 2000 By:____
Russell G. Owens, Executive Vice
President and Chief Financial
and Strategic Officer
(Principal Financial and Accounting
Officer)

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONDENSED CONSOLIDATED BALANCE SHEET AND RELATED CONDENSED CONSOLIDATED STATEMENT OF INCOME OF BRINKER INTERNATIONAL, INC. AS OF AND FOR THE 26-WEEK PERIOD ENDED DECEMBER 29, 1999, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

6-MOS
JUN-30-2000
DEC-29-1999
21,308
0
24,404
(363)
16,687
111,858
1,311,680
(443,856)
1,147,023
190,866
212,990
0
0
7,836
680,721
1,147,023
1,021,199
1,031,933
275,729
895,990
0
469
5,518
80,441
27,913
52,528
0
0
0
52,528
0.80
0.78

5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONDENSED CONSOLIDATED BALANCE SHEET AND RELATED CONDENSED CONSOLIDATED STATEMENT OF INCOME OF BRINKER INTERNATIONAL, INC. AS OF AND FOR THE 26-WEEK PERIOD ENDED DECEMBER 23, 1998, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

6-MOS
JUN-30-1999
DEC-23-1998
22,672
0
22,123
(221)
15,291
102,595
1,132,472
(371,305)
1,046,459
188,207
187,616
0
0
7,815
611,016
1,046,459
867,055
876,076
239,594
767,098
0
313
4,389
57,621
16,590
37,627
0
0
6,407
31,220
0.48
0.46

Restated to reflect reclassifications in the condensed consolidated financial statements to conform with current year presentation.
Restated to reflect the adoption of Statement of Position 98-5, "Reporting on the Costs of Start-Up Activities."