

UNITED STATES  
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): February 22, 2024**



**BRINKER INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**DE**

(State or Other Jurisdiction of Incorporation)

**1-10275**

(Commission File Number)

**75-1914582**

(I.R.S. Employer Identification No.)

**3000 Olympus Blvd**

**Dallas TX**

(Address of principal executive offices)

**75019**

(Zip Code)

**(972) 980-9917**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

Title of Each Class

Trading Symbol(s)

Name of exchange on which registered

Common Stock, \$0.10 par value

EAT

NYSE

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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 22, 2024, Joseph G. Taylor, 65, notified Brinker International, Inc. (the “Company”) that he will retire from his position of Executive Vice President and Chief Financial Officer effective as of June 26, 2024, the end of the Company’s 2024 fiscal year. Mr. Taylor will continue to serve the Company in an advisory role through the end of August 2024 (such date, subject to change, the “Separation Date”) to assist with a successful transition of responsibilities. Mr. Taylor will continue to earn his current annual base salary of \$650,520 through the Separation Date and will remain eligible to earn a bonus under the Company’s Bonus Plan for fiscal year 2024.

On February 26, 2024, the Company announced that Michaela (Mika) M. Ware, 52, has been appointed to the position of Senior Vice President and Chief Financial Officer effective as of June 27, 2024. Ms. Ware has served as Vice President of Finance and Investor Relations for the Company since October 2017, and concurrently served as Treasurer for the Company from May 2018 to June 2020. Prior to her current position, Ms. Ware served as Vice President of Chili’s Finance and in various other finance roles at the Company.

In her new role as Senior Vice President and Chief Financial Officer, Ms. Ware will earn an annual base salary of \$450,000. She will be entitled to participate in the Company’s annual Bonus Plan with a target bonus of 65% of her base salary, and will be eligible for grants of equity-based awards under the Company’s Stock Option and Incentive Plan, with her initial annual award expected to be a value of \$575,000 granted in a mix of restricted stock units (RSUs) and performance-based RSUs. Ms. Ware will also be eligible for other benefits to which executive officers are entitled, as described in the Company’s most recent proxy statement filed with the Securities and Exchange Commission on October 6, 2023.

There are no family relationships between Ms. Ware and any director or executive officer of the Company, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of the Press Release announcing the retirement of Mr. Taylor and the appointment of Ms. Ware is attached as Exhibit 99.1 to this Current Report on Form 8-K.

## SECTION 8 - OTHER EVENTS

### Item 8.01. Other Events

In a Press Release today, the Company announced the appointment of Chris Caldwell as Senior Vice President and Chief Information Officer of the Company. Mr. Caldwell has most recently served at Yum! Brands as Chief Technology Officer for KFC.

A copy of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

## SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01. Financial Statements and Exhibits

#### (d) Exhibits.

99.1 [Brinker International Announces Executive Leadership Team Appointments Chief Financial Officer, Joe Taylor to Retire at the End of Fiscal 2024, Mika Ware to Succeed as Chief Financial Officer in Fiscal 2025, Chris Caldwell Appointed Chief Information Officer](#)

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 hereunto duly authorized.

BRINKER INTERNATIONAL, INC.,  
a Delaware corporation

Dated: February 26, 2024

By:           /s/ KEVIN D. HOCHMAN  
Kevin D. Hochman,  
Chief Executive Officer and President  
and President of Chili’s Grill & Bar  
(Principal Executive Officer)

## **Brinker International Announces Executive Leadership Team Appointments**

*Chief Financial Officer Joe Taylor to Retire at the End of Fiscal 2024  
Mika Ware to Succeed as Chief Financial Officer in Fiscal 2025  
Chris Caldwell Appointed Chief Information Officer*

**DALLAS – Feb. 26, 2024** – Brinker International Inc. (NYSE: EAT) today announced updates to its executive leadership team, including the retirement of Joe Taylor, EVP and Chief Financial Officer, the appointment of Mika Ware as SVP and Chief Financial Officer, effective June 27, 2024, and the appointment of Chris Caldwell as SVP and Chief Information Officer, effective Feb. 26, 2024.

Chief Financial Officer Joe Taylor has informed the Company of his intention to retire at the end of the company’s fiscal year in June 2024 after almost 25 years at the company. He will continue to serve the company in a senior advisory role through August 2024 as part of the company’s succession plan. Holding various leadership roles in finance, corporate affairs and communications, Taylor significantly contributed to the Company’s growth, as well as served in industry leadership on the board of directors for the National Restaurant Association and as a trustee for the National Restaurant Association Educational Foundation. As CFO, Taylor has been instrumental in executing the company’s capital allocation strategy and several acquisitions of our largest domestic franchisee operations. His calm and solution-focused approach leadership was critical to Brinker’s success during the company’s navigation of COVID-19, he has been a trusted advisor to leaders throughout the business and has developed an industry-leading finance team at Brinker.

“I am truly grateful for Joe’s strategic leadership, accomplishments, and the finance team he has established and coached. He leaves us in an exceptionally strong position to create long-term growth, and we wish him all the best in his retirement,” said Kevin Hochman, Brinker CEO. “His service as an industry leader and impact as a trusted mentor will live on for years to come.”

Demonstrating the strength and talent within Brinker’s finance team, current VP of Finance, Investor Relations, and Restaurant Development Mika Ware has been appointed SVP, Chief Financial Officer, and will assume the role upon Taylor’s departure at the beginning of fiscal year 2025 on June 27, 2024. Ware started her Brinker journey in 1988 as a Chili’s host and earned her finance degree while working at Chili’s. Over the years, she’s held finance and IR roles of increasing responsibility at the Company and is an expert in Brinker’s business, brands, and the finance organization.

“After a comprehensive search for Joe’s replacement, it became clear the most outstanding candidate was already part of our organization,” said Hochman. “Mika has excelled in every role at Brinker in her 35 years, both in the restaurants and in Brinker leadership. She has an incredible understanding of our key financial disciplines, opportunities, and operations, which made her the perfect choice for CFO to lead us in our next chapter of profitable, sustainable growth.”

Chris Caldwell also joins the company as SVP and Chief Information Officer, effective February 26, 2024. Caldwell is a world-class leader with an impressive background across all functions of IT. He spent 27 years leading technology teams at Yum! Brands, most recently serving for a decade in the role of Chief Technology Officer at KFC, where he helped build a leading technology team, robust tech platforms and an amazing culture. As Brinker’s CIO, Caldwell will lead the IT team and accelerate its progress against the company’s ambitious technology roadmap.

“We couldn’t be more excited to welcome Chris to the Brinker team,” said Hochman. “He has a consistent track record of results and has successfully led a multi-unit restaurant digital transformation similar to what we are undergoing here at Brinker. I’m confident Chris will successfully accelerate our technology strategy to remove friction for both Guests and Team Members and move the needle on profitable growth.”

**About Brinker International, Inc.** Brinker International, Inc. is one of the world's leading casual dining restaurant companies and home of Chili's® Grill & Bar, Maggiano's Little Italy® and a virtual brand: It's Just Wings®. Founded in 1975 in Dallas, Texas, we've ventured far from home, but stayed true to our roots. Brinker owns, operates or franchises more than 1,600 restaurants in 30 countries and two U.S. territories. Our passion is making people feel special, and we hope you feel that passion each time you visit one of our restaurants or invite us into your home through takeout or delivery. Learn more about Brinker and its brands at [brinker.com](https://brinker.com).