

DUNKIN' BRANDS GROUP, INC.
Form 8-K
February 06, 2015

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 5, 2015

DUNKIN' BRANDS GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-35258
(Commission
File Number)
130 Royall Street
Canton, Massachusetts 02021
(Address of registrant's principal executive office)
(781) 737-3000
(Registrant's telephone number)

20-4145825
(IRS Employer
Identification Number)

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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Item 1.01. Entry into a Material Definitive Agreement.

On February 5, 2015, Dunkin' Brands Group, Inc. (the "Company") entered into a \$400.0 million accelerated share repurchase agreement (the "ASR Agreement") with Goldman, Sachs & Co. ("Goldman"). The Company will acquire the shares under the ASR Agreement as part of its previously announced \$700.0 million share repurchase program. Pursuant to the terms of the ASR Agreement, on February 10, 2015, the Company will pay Goldman \$400.0 million in cash and will receive approximately 6,950,000 of the Company's common stock. At settlement, Goldman may be required to deliver additional shares of common stock to the Company, or, under certain circumstances, the Company may be required to deliver shares of its common stock or may elect to make a cash payment to Goldman, based generally on the average of the daily volume-weighted average prices of the Company's common stock during the term of the ASR Agreement. The ASR Agreement contains provisions customary for agreements of this type, including provisions for adjustments to the transaction terms, the circumstances generally under which the ASR Agreement may be accelerated, extended or terminated early by Goldman and various acknowledgements, representations and warranties made by the parties to one another. Final settlement of the ASR Agreement is expected to be completed in June 2015, although the settlement may be accelerated at Goldman's option. The foregoing description of the ASR Agreement is qualified in its entirety by reference to the ASR Agreement, a copy of which is attached as Exhibit 10.1 and incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information in Item 1.01 is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

The Company's previously announced 2015 adjusted earnings per share guidance of \$1.83 to \$1.87 is inclusive of the anticipated impact of entry into the ASR Agreement.

The information contained in this Item, including the exhibits attached hereto, is being furnished and shall not be deemed "filed" for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 Form of Fixed Dollar Accelerated Share Repurchase Transaction Confirmation dated February 5, 2015

SIGNATURES

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.

DUNKIN' BRANDS GROUP, INC.

By: /s/ Paul Carbone
 Paul Carbone
 Chief Financial Officer

Date: February 5, 2015