

DELL MICHAEL S
Form 4
April 10, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MSD CAPITAL L P

2. Issuer Name and Ticker or Trading Symbol
Dine Brands Global, Inc. [DIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
645 FIFTH AVENUE, 21ST FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--------------------------------------|--|---|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--------------------------------------|--|---|---|

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| Derivative Security | or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---|------------|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | |
| Restricted Stock Units (Dividend Equivalent Rights) | <u>(1)</u> | 04/06/2018 | A | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 11.507 |
| Restricted Stock Units (Dividend Equivalent Rights) | <u>(2)</u> | 04/06/2018 | A | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 18.676 |
| Restricted Stock Units (Dividend Equivalent Rights) | <u>(3)</u> | 04/06/2018 | A | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 13.419 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MSD CAPITAL L P 645 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10022 | X | | | |
| MSD Multi-Strategy, L.P. 645 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10022 | X | | | |
| DELL MICHAEL S ONE DELL WAY ROUND ROCK, TX 78682 | X | | | |

Signatures

MSD Capital, L.P. By: MSD Capital Management LLC Its: General Partner By: /s/ Marc R. Lisker

04/10/2018

**Signature of Reporting Person

Date

MSD Multi-Strategy, L.P. By: MSD Capital, L.P. Its: General Partner By: MSD Capital

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Management LLC Its: General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager 04/10/2018

__Signature of Reporting Person Date

Michael S. Dell By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Attorney-in-Fact 04/10/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - As previously reported, Howard M. Berk was granted restricted stock units ("RSUs") on February 26, 2016 that will vest on February 26, 2019. Dividend equivalent rights accrued on the previously reported RSUs and will vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.
 - (1) As previously reported, Howard M. Berk was granted RSUs on March 3, 2017 that will vest on March 3, 2020. Dividend equivalent rights accrued on the previously reported RSUs and will vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.
 - (2) As previously reported, Howard M. Berk was granted RSUs on February 22, 2018 that will vest on February 22, 2021. Dividend equivalent rights accrued on the previously reported RSUs and will vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.
 - (3) This statement is jointly filed by and on behalf of each of MSD Capital, L.P. ("MSD Capital"), MSD Multi-Strategy, L.P. ("MSD Multi-Strategy") and Michael S. Dell. MSD Capital is the general partner of MSD Multi-Strategy and may be deemed to beneficially own securities owned by MSD Multi-Strategy. MSD Capital Management LLC ("MSD Capital Management") is the general partner of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Michael S. Dell is the controlling member of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Each of Messrs. Dell, Fuhrman, Phelan and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. [footnote cont'd]
 - (4) [continuation] Mr. Berk is a partner of MSD Capital and each reporting person may be deemed to beneficially own securities owned by Mr. Berk.
 - (5) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
 - (6) Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.
 - (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.