DUNKIN' BRANDS GROUP, INC.

Form 4

November 05, 2013

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

subject to Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Common

Common

Stock

Stock

Stock

11/01/2013

11/04/2013

11/04/2013

(Print or Type Responses)

1. Name and Address of Reporting Pers TRAVIS NIGEL	Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	DUNKIN' BRANDS GROUP, INC. [DNKN]				
(Last) (First) (Midd	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% OwnerX_ Officer (give title Other (specify			
C/O DUNKIN' BRANDS GROUINC., 130 ROYALL STREET	· · · · · · · · · · · · · · · · · · ·	below) below) CEO and Chairman			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
CANTON, MA 02021		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned			
(Instr. 3) any (M	Deemed 3. 4. Securities Acquired (cution Date, if Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) nth/Day/Year) (Instr. 8) (A) or Code V Amount (D) Pri	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock 11/01/2013	M 18,000 A \$3.	02 142,377 D			

 $S^{(1)}$

M

S

18,000

125,000 A

125,000 D

\$

(2)

\$

(3)

47.73

124,377

\$ 3.02 249,377

47.76 124,377

D

D

D

D

of

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Option to Purchase Common Stock	\$ 3.02	11/01/2013		M	18,000	<u>(4)</u>	02/23/2020	Common Stock	18,000
Option to Purchase Common Stock	\$ 3.02	11/04/2013		M	125,000	<u>(4)</u>	02/23/2020	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TRAVIS NIGEL C/O DUNKIN' BRANDS GROUP, INC.	X		CEO and Chairman			
130 ROYALL STREET CANTON, MA 02021						

Signatures

/s/ Richard Emmett, as attorney-in-fact for Nigel
Travis 11/05/2013

**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).
- (1) The sales reported in this row were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 02/04/2013.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.46 to \$48.34, inclusive. The reporting person undertakes to provide Dunkin' Brands Group, Inc., any security holder of Dunkin' Brands

Reporting Owners 2

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Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.65 to \$47.93, inclusive. The reporting person undertakes to provide Dunkin' Brands Group, Inc., any security holder of Dunkin' Brands Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.
- On 2/23/2010, the reporting person was granted an option to purchase 1,915,499 shares of Common Stock. The option vests based upon time (five equal annual installments that began on 2/23/2010) and performance (investment returns to investment funds affiliated with Bain Capital Partners, LLC, the Carlyle Group and Thomas H. Lee Partners, L.P. (collectively the "Sponsors")) criteria.

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.