

BRINKER INTERNATIONAL INC
Form 8-K
February 03, 2006

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 2, 2006

BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-10275
(Commission File
Number)

74-1914582
(IRS Employment
Identification No.)

6820 LBJ Freeway

Dallas, Texas 75240

(Address of principal executive offices)

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

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
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Section 7 Regulation FD

Item 7.01. Regulation FD Disclosure

The information contained in this Current Report on Form 8-K, including the Exhibit attached hereto, is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, the information contained in this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

On February 2, 2006, Brinker International, Inc. (the Registrant) issued a Press Release announcing the declaration of the Registrant's quarterly dividend to common stock shareholders in the amount of \$0.10 per share. The dividend will be payable on March 29, 2006 to shareholders of record at the close of business on March 15, 2006.

Section 8 Other Events

Item 8.01. Other Events

Also, on February 2, 2006, the Board of Directors increased the Registrant's share repurchase authorization by \$150.0 million to a total of \$1,310.0 million. The Registrant previously reported that as of December 28, 2005, approximately \$108.0 million was available under previous share repurchase authorizations.

Further, the Board of Directors announced its decision to allow the Registrant's shareholder rights plan to expire, as scheduled, on February 9, 2006, and adopted the policy regarding any future shareholder rights plan that the Board will only adopt a rights plan if the shareholders of the Registrant approves the adoption of such plan or the Board in exercise of its fiduciary responsibilities, including a majority of the independent members of the Board, determines that under the circumstances existing at the time, it is in the best interests of the shareholders, to adopt a rights plan without delay subject to seeking shareholder ratification within 12 months of the date of adoption. The Governance and Nominating Committee is charged with annually reviewing the policy and reporting any recommendations to the full Board.

Section 9 Financial Statements and Exhibits.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

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99 Press Release, dated February 2, 2006.

SIGNATURE

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.

BRINKER INTERNATIONAL, INC.

Date: February 3, 2006

By: /s/ Douglas H. Brooks
Douglas H. Brooks, Chairman of the Board
President and Chief Executive Officer