

Clare John L.
Form 4
March 06, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clare John L.

2. Issuer Name **and** Ticker or Trading
Symbol
DUNKIN' BRANDS GROUP, INC.
[DNKN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O DUNKIN' BRANDS GROUP,
INC., 130 ROYALL STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
CIO and Chief Strategy Officer

CANTON, MA 02021

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
| Common Stock | 03/04/2019 | | A | (A) or (D) 1,982 (1) | 21,629 | D | |
| Common Stock | 03/04/2019 | | F | 584 (2) D (2) | 21,045 | D | |

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Common Stock | \$ 72.38 | 03/04/2019 | | A | 18,068 | (3) 03/04/2026 | Common Stock | 18,068 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Clare John L.
C/O DUNKIN' BRANDS GROUP, INC.
130 ROYALL STREET
CANTON, MA 02021

CIO and Chief Strategy Officer

Signatures

/s/ Ryan Schaffer, as attorney-in-fact for John L. Clare

03/06/2019

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).

Represents shares of common stock acquired as a result of the partial vesting of a performance stock unit aware ("PSU") granted to the executive on February 23, 2016. The PSU partially vested based on the achievement of performance objectives approved by the Compensation Committee at the beginning of the performance period and certified by the Compensation Committee following the completion of the performance period.

(1) Represents shares withheld by the issuer to satisfy tax withholding liability in connection with the vesting of the PSU as described above.

(3) This option vests in four equal annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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