

DineEquity, Inc  
Form 4  
March 01, 2016

# FORM 4

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

OMB APPROVAL

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## 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 \*  
Berk Howard M

(Last) (First) (Middle)

645 FIFTH AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DineEquity, Inc [DIN]

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

02/26/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

### 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 Indirect Ownership (Instr. 4) |         |                                 |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---------------------------------|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |         |                                 |  |
| Common Stock                    | 02/26/2016                           |  | M <sup>(1)</sup>               |   | 1,553   | A  | \$ 0                                       | 20,465  | D <sup>(2)</sup> <sup>(3)</sup> |  |
| Common Stock                    | 02/26/2016                           |  | S                              |   | 1,000,000   | D  | \$ 90.875                                  | 727,356 | I                               | See footnotes <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup> |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| Restricted Stock Units                     | (1)  | 02/26/2016                           |  | M(1)                           | 1,553   | (1) (1)  | Common Stock  | 1,553                      |
| Restricted Stock Units                     | (5)  | 02/26/2016                           |  | A                              | 1,156   | (5) (5)  | Common Stock  | 1,156                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Berk Howard M<br>645 FIFTH AVENUE, 21ST FLOOR<br>NEW YORK, NY 10022 | X             |           |         |       |

## Signatures

/s/ Howard M. Berk 03/01/2016

\*\*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).

On February 26, 2013, the reporting person received 1,384 Restricted Stock Units ("RSUs") that were to be settled on vesting in cash on February 26, 2016. On February 26, 2013, the Board of Directors of the Issuer determined these RSUs should be settled on vesting in (1) shares of common stock. As previously reported, the reporting person has received dividend equivalent rights in connection with these RSUs. This transaction represents the vesting and settlement of the RSUs and the dividend equivalent rights in shares of common stock of the Issuer.

(2) The 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. The reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of his pecuniary interest in such securities.

(3) The 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. The reporting person declares that neither the filing of this statement nor anything herein shall be

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construed as an admission that he 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.

- (4) Represents securities owned by MSD SBI, L.P. ("MSD SBI"). MSD Capital, L.P. ("MSD Capital") is the general partner of MSD SBI and may be deemed to beneficially own securities owned by MSD SBI. 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 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 and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. The reporting person is an employee of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital.

- (5) On February 26, 2016, the issuer granted to the reporting person 1,156 Restricted Stock Units ("RSUs") all of which will be settled upon vesting in shares of common stock of the issuer. The RSUs are subject to forfeiture and restrictions and will vest on February 26, 2019 if the reporting person continues to serve as a member of the issuer's board of directors until such date.

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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