EMMETT RICHARD J

Form 4 April 06, 2012

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

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).

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

EMMETT RICHARD J

CANTON, MA 02021

2. Issuer Name and Ticker or Trading Symbol

DUNKIN' BRANDS GROUP, INC. [DNKN]

(Middle) 3. Date of Earliest Transaction

C/O DUNKIN' BRANDS GROUP,

(State)

(First)

INC., 130 ROYALL STREET

2. Transaction Date 2A. Deemed

(Street)

(Month/Day/Year)

04/04/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Zip)

(Month/Day/Year)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

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

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and

7. Title and Amount of **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior VP and Gen. Counsel

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

10% Owner Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

SEC 1474

(9-02)

(D) or Indirect Beneficial

Issuer

below)

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

5. Amount of

Securities

Following

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

Expiration Date

Edgar Filing: EMMETT RICHARD J - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	(Instr. 8) Acquir or Disp (D)		Instr. 3,	red (A) posed of 3, 4,		Year)	(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 3.02	04/04/2012		A	(36,742		(1)(2)	02/23/2020	Common Stock	36,742

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EMMETT RICHARD J C/O DUNKIN' BRANDS GROUP, INC. 130 ROYALL STREET CANTON, MA 02021

Senior VP and Gen. Counsel

Signatures

/s/ Richard J. 04/06/2012 Emmett

**Signature of Date
Reporting Person

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 02/23/2010, the reporting person was granted an option to purchase 114,929 shares of Common Stock. The option vests based upon (1) time (five equal annual installments that began on 02/23/2011) 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.
 - As a result of the sale of shares by the Sponsors on 04/04/2012, the performance criteria was met with respect to 36,742 shares of common stock subject to this option award, resulting in vesting of the option as to 14,697 shares and an additional 22,045 shares that are
- (2) eligible to vest in three equal annual installments beginning on 02/23/2013. In total, following this event, the performance criteria has been met with respect to an aggregate of 69,547 shares of common stock subject to this option award, with 27,817 of such shares vested and the remaining 41,730 of such shares eligible to vest in three equal annual installments beginning on 02/23/2013.
- In accordance with applicable rules, the number of Derivative Securities Beneficially Owned Following Reported Transactions reflects only the shares issuable upon exercise of the reported option award and does not include shares of common stock issuable upon the exercise of other option awards that have been previously reported.

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.

Reporting Owners 2