

DUNKIN' BRANDS GROUP, INC.

Form 8-K

July 19, 2017

---

UNITED STATES

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): July 19, 2017

---

DUNKIN' BRANDS GROUP, INC.

(Exact name of registrant as specified in its charter)

---

Delaware

(State or Other Jurisdiction of Incorporation)

---

001-35258 20-4145825

(Commission (IRS Employer

File Number) Identification Number)

130 Royall Street

Canton, Massachusetts 02021

(Address of registrant's principal executive office)

(781) 737-3000

(Registrant's telephone number)

---

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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).  
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Selection 13(a) of the Exchange Act. "

---



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 19, 2017 the Board of Directors (the “Board”) of Dunkin’ Brands Group, Inc. (the “Company”) elected Roland Smith as a member of the Board. The Board increased the size of the Board from nine to ten members and appointed Mr. Smith to fill the vacancy. Mr. Smith, age 62, most recently served as Chairman and Chief Executive Officer of Office Depot, Inc. (“Office Depot”), from November 2013 until February 2017.

Prior to joining Office Depot, Mr. Smith served as the President and Chief Executive Officer of Delhaize America, LLC, the U.S. division of Delhaize Group, and Executive Vice President of Delhaize Group, an international food retailer, from October 2012 to September 2013. Mr. Smith was a Special Advisor to The Wendy’s Company, a restaurant owner, operator and franchisor, from September 2011 to December 2011, and served as President and Chief Executive Officer from July 2011 to September 2011. Mr. Smith served as President and Chief Executive Officer of Wendy’s/Arby’s Group, Inc. and Chief Executive Officer of Wendy’s International, Inc. from September 2008 to July 2011.

Mr. Smith has previously served as a director of Office Depot, The Wendy's Company and Carmike Cinemas, Inc. Mr. Smith will serve as a Class I director, which class will stand for re-election at the 2018 annual meeting of stockholders. Mr. Smith is also expected to serve as a member of the Board’s Nominating & Corporate Governance Committee.

Mr. Smith will participate in the Company’s standard director compensation program. Pursuant to this program, each member of the Board who is not an employee of the Company receives an annual retainer of \$75,000. In addition, such directors receive an annual grant of restricted stock units with a fair market value equal to \$110,000.

In addition, Mr. Smith and the Company entered into the Company’s standard indemnification agreement, the terms of which are described in the Company’s Registration Statement on Form S-1 (File No. 333-173898) (the “Registration Statement”) and a form of such agreement was filed as Exhibit 10.24 to the Registration Statement.

On July 19th, 2017, the Company issued a press release announcing the appointment of Mr. Smith to the Board. A copy of the press release has been filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Dunkin’ Brands Group, Inc. dated July 19, 2017

---

SIGNATURES

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.

DUNKIN' BRANDS GROUP, INC.

B/s/ Nigel Travis

Nigel Travis

Chairman and Chief Executive Officer

Date: July 19, 2017