

DUNKIN' BRANDS GROUP, INC.

Form 4

February 14, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spangler Weldon W.

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)

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

02/10/2017

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

SVP, BR US & CAN

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

(Street)

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

CANTON, MA 02021

(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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/10/2017		M		1,096	A	\$ 5.03	1,396	D
Common Stock	02/10/2017		M		11,500	A	\$ 37.26	12,896	D
Common Stock	02/10/2017		M		10,132	A	\$ 51.67	23,028	D
Common Stock	02/10/2017		M		4,830	A	\$ 47.39	27,858	D
Common Stock	02/10/2017		S		25,558	D	\$ 55.43	2,300	D

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Common Stock	02/13/2017	M	5,750	A	\$ 37.26	8,050	D
Common Stock	02/13/2017	M	4,830	A	\$ 47.39	12,880	D
Common Stock	02/13/2017	S	9,880	D	\$ 55.42	3,000	D

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

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SEC 1474
(9-02)

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option to Purchase Common Stock	\$ 5.03	02/10/2017		M	329	<u>(1)</u> 08/06/2020	Common Stock	329
Option to Purchase Common Stock	\$ 5.03	02/10/2017		M	767	<u>(2)</u> 08/06/2020	Common Stock	767
Option to Purchase Common Stock	\$ 37.26	02/10/2017		M	11,500	<u>(3)</u> 02/12/2023	Common Stock	11,500
Option to Purchase Common Stock	\$ 51.67	02/10/2017		M	10,132	<u>(4)</u> 02/28/2021	Common Stock	10,132
Option to Purchase Common Stock	\$ 47.39	02/10/2017		M	4,830	<u>(5)</u> 02/12/2022	Common Stock	4,830

Option to Purchase Common Stock	\$ 37.26	02/13/2017	M	5,750	<u>(3)</u>	02/12/2023	Common Stock	5,750
Option to Purchase Common Stock	\$ 47.39	02/13/2017	M	4,830	<u>(5)</u>	02/12/2022	Common Stock	4,830

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spangler Weldon W. C/O DUNKIN' BRANDS GROUP, INC. 130 ROYALL STREET CANTON, MA 02021			SVP, BR US & CAN	

Signatures

/s/ Ryan Schaffer, as attorney-in-fact for Weldon Spangler

02/14/2017

 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).

- (1) The option has previously vested based upon time criteria (four equal annual installments that began on 08/06/2011).
- (2) This option has previously vested based on time and performance criteria.
- (3) The option vests in four equal annual installments that began on 2/12/2014.
- (4) The option vests in four equal annual installments that began on 02/28/2015.
- (5) The option vests in four equal annual installments that began on 2/12/2016.

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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