

DUNKIN' BRANDS GROUP, INC.
Form 4
February 14, 2017

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) ___ Other (specify 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)
 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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	02/10/2017		M			1,096	\$ 5.03	1,396	D	
Common Stock	02/10/2017		M			11,500	\$ 37.26	12,896	D	
Common Stock	02/10/2017		M			10,132	\$ 51.67	23,028	D	
Common Stock	02/10/2017		M			4,830	\$ 47.39	27,858	D	
Common Stock	02/10/2017		S			25,558	\$ 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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(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)	Amount or Number of Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
Option to Purchase Common Stock	\$ 5.03	02/10/2017		M		329	(1)	08/06/2020	Common Stock	329
Option to Purchase Common Stock	\$ 5.03	02/10/2017		M		767	(2)	08/06/2020	Common Stock	767
Option to Purchase Common Stock	\$ 37.26	02/10/2017		M		11,500	(3)	02/12/2023	Common Stock	11,500
Option to Purchase Common Stock	\$ 51.67	02/10/2017		M		10,132	(4)	02/28/2021	Common Stock	10,132
Option to Purchase Common Stock	\$ 47.39	02/10/2017		M		4,830	(5)	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
<u> </u> **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. 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.