

DUNKIN' BRANDS GROUP, INC.
 Form 4
 August 03, 2011

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 *
ABBRECHT TODD M

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)

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

**C/O THOMAS H. LEE PARTNERS,
 L.P., 100 FEDERAL STREET,
 35TH FLOOR**

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

BOSTON, MA 02110

(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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Class L Common Stock	07/26/2011		J ⁽¹⁾		18,125,016 (2)	A	\$ 17.53	31,004,248 (2)	I	See Note (3) (4)
Common Stock	08/01/2011		S		1,111,688 (2)	D	\$ 17.765	29,892,560 (2)	I	See Note (3) (4)

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

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 (9-02)

number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class L Common Stock	\$ 17.53 <u>(1)</u>	07/26/2011		J ⁽¹⁾	7,447,131	<u>(1)</u> <u>(1)</u>	Common Stock 18,125,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ABBRECHT TODD M
C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

X X

Signatures

/s/ Todd M.
Abbrecht

08/03/2011

**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 July 26, 2011, in connection with the Issuer's initial public offering, each share of the Issuer's Class L common stock was mandatorily converted, in accordance with the terms of the Issuer's certificate of incorporation, into approximately 0.2189 shares of common stock plus an additional number of shares of common stock determined by dividing the per share Class L preference amount of \$38.8274, by

- (1) \$17.53, which is equal to the initial public offering price of a share of common stock net of the underwriting discount and a pro rata portion, based on the number of shares being sold in the offering, of the estimated offering expenses incurred by the Issuer. With respect to the reporting person, the conversion of the Class L common stock is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 thereunder.

Represents shares of the Issuer held by Thomas H. Lee Equity Fund V, L.P. ("Fund V"), Thomas H. Lee Parallel Fund V, L.P. ("Parallel Fund V"), Thomas H. Lee Equity (Cayman) Fund V, L.P. ("Cayman Fund V;" together with Fund V and Parallel Fund V, the "Funds"),

- (2) Thomas H. Lee Investors Limited Partnership ("Investors"), Putnam Investment Holdings, LLC ("Putnam Holdings"), Putnam Investments Employees' Securities Company I LLC ("ESC I") and Putnam Investments Employees Securities Company II LLC ("ESC II").
- (3) The reporting person is a member of Thomas H. Lee Advisors, LLC, which is the general partner of Thomas H. Lee Partners, L.P., which is the manager of THL Equity Advisors V, LLC, which, in turn, is the general partner of each of the Funds. The reporting person is a Vice President of THL Investment Management Corp., which is the general partner of Investors, Investors, Putnam Holdings, ESC I and ESC

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II are co-investment entities of the Funds and are contractually obligated to dispose of securities on a pro rata basis with the THL Funds. By virtue of these relationships, the reporting person may be deemed to beneficially own the shares of the Issuer owned directly by each of the Funds, Investors, Putnam Holdings, ESC I and ESC II.

- (4) (continuation of Footnote 3) - The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

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.