

NUNNELLY MARK E
Form 4
August 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
NUNNELLY MARK E

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 BAIN CAPITAL PARTNERS, LLC, 111 HUNTINGTON AVENUE

07/26/2011

(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

BOSTON, MA 02199

(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	(A) or (D)	Price			
Common Stock, \$0.001 par value	07/26/2011		J ⁽¹⁾		18,125,018	A	\$ 17.53	31,004,251	I	See Footnotes (2) (3) (4)
Common Stock, \$0.001 par value	08/01/2011		S		1,111,688	D	\$ 17.765	29,892,563	I	See Footnotes (2) (3) (4)

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)		
				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
NUNNELLY MARK E C/O BAIN CAPITAL PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		

Signatures

/s/ Mark Nunnelly
08/02/2011

**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 of a share 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 share 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.
- (2) Mark Nunnelly is a Managing Director of Bain Capital Investors, LLC ("BCI"), which is the administrative member of Bain Capital Integral Investors 2006, LLC ("BC Integral"). As a result, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC Integral. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 8/1/11, BC Integral sold 1,101,174 shares of Common Stock. Following such sale, BC Integral

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held 29,609,862 shares of Common Stock.

- (3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 8/1/11, BCIP TCV sold 10,195 shares of Common Stock. Following such sale, BCIP TCV held 274,137 shares of Common Stock.

- (4) BCI is the managing general partner BCIP Associates-G ("BCIP G"). As a result, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 8/1/11, BCIP G sold 319 shares of Common Stock. Following such sale, BCIP G held 8,564 shares of Common Stock.

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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