

BALSON ANDREW
Form 4
April 02, 2012

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 *
BALSON ANDREW

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 INVESTORS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET

03/29/2012

(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 02116

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value	03/29/2012		J ⁽⁴⁾		921,916 ⁽⁴⁾	D	\$ 0 ⁽⁴⁾
					21,232,682	I	
Common Stock, \$0.001 par value	03/29/2012		J ⁽⁴⁾		72,097	A	\$ 0 ⁽⁴⁾
					72,097	D	
Common Stock,	03/29/2012		G ⁽⁴⁾		72,097	D	\$ 0 ⁽⁴⁾
					0	D	

See footnotes (1) (2) (3)

\$0.001 par value

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BALSON ANDREW
C/O BAIN CAPITAL INVESTORS, LLC
JOHN HANCOCK TOWER, 200 CLARENDON STREET
BOSTON, MA 02116

X X

Signatures

/s/ Andrew Balson 04/02/2012

**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) Andrew Balson 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. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC Integral. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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(2) BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(3) BCI is the managing general partner BCIP Associates-G ("BCIP G"). As a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(4) On March 29, 2012, BC Integral distributed 921,916 shares of Common Stock to certain members in connection with charitable gifts made by certain members or partners of such members or their direct or indirect owners on March 29, 2012, including 72,097 shares of Common Stock distributed to Mr. Balson, all of which were gifted by Mr. Balson to charity on March 29, 2012. Immediately following such distribution, BC Integral held 21,023,160.

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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