

DUNKIN' BRANDS GROUP, INC.  
Form S-1MEF  
March 29, 2012

Filed with the Securities and Exchange Commission on March 29, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**DUNKIN BRANDS GROUP, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>5810</b> (Primary standard industrial classification code number) 130 Royall Street Canton, Massachusetts 02021 (781) 737-3000	<b>20-4145825</b> (I.R.S. employer identification number)
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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Nigel Travis

Chief Executive Officer

Dunkin Brands Group, Inc.

130 Royall Street

Canton, Massachusetts 02021

(781) 737-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Craig E. Marcus

Richard Emmett

D. Rhett Brandon

Ropes & Gray LLP

Senior Vice President and General Counsel

Simpson Thacher & Bartlett LLP

Prudential Tower

Dunkin Brands Group, Inc.

425 Lexington Avenue

800 Boylston Street

130 Royall Street

New York, New York 10017

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951-7000

Canton, Massachusetts 02021

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Facsimile: (617) 951-7050

Telephone: (781) 737-3360

Facsimile: (212) 455-2502

Facsimile: (781) 737-4360

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-180190

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated Filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

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CALCULATION OF REGISTRATION FEE

<b>Title of each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value per share	5,060,000	\$29.50	\$149,270,000	\$17,107

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

**This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act ). The contents of the Registration Statement on Form S-1 (File No. 333-180190) initially filed by Dunkin Brands Group, Inc. (the Company ) with the Securities and Exchange Commission (the Commission ) on March 16, 2012, and amended on March 28, 2012, which was declared effective by the Commission on March 29, 2012, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit List attached hereto and filed herewith or incorporated herein by reference in accordance with Rule 439(b) of the Securities Act.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, Commonwealth of Massachusetts on the 29<sup>th</sup> day of March, 2012.

### DUNKIN' BRANDS GROUP, INC.

#### (Registrant)

By: /s/ Nigel Travis  
 Name: Nigel Travis  
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

Signature	Title	Date
* Nigel Travis	Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2012
* Neil Moses	Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 2012
* Jon Luther	Director	March 29, 2012
* Todd Abbrecht	Director	March 29, 2012
* Andrew Balson	Director	March 29, 2012
* Anita Balaji	Director	March 29, 2012
* Anthony DiNovi	Director	March 29, 2012
* Michael Hines	Director	March 29, 2012
* Sandra Horbach	Director	March 29, 2012
Mark Nunnelly		

\*

Director

March 29, 2012

Joseph Uva

\*By: /s/ Richard J. Emmett  
Richard J. Emmett  
Attorney-in-fact

## EXHIBIT LIST

### Exhibit

Number	Exhibit Title
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of KPMG LLP
23.2	Consent of Deloitte Anjin LLC
23.3	Consent of PricewaterhouseCoopers Aarata
23.4	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
23.5	Consent of The NPD Group, Inc.
24.1	Powers of Attorney (previously filed as Exhibit 24.1 to the Company's Registration Statement on Form S-1, Registration No. 333-180190)