

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BRINKER INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware 75-1914582
(State of incorporation) (I.R.S. employer identification number)

6820 LBJ Freeway
Dallas, Texas 75240
972-980-9917

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

Russell G. Owens
Executive Vice President and
Chief Financial Officer
Brinker International, Inc.
6820 LBJ Freeway
Dallas, Texas 75240
972-980-9917

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

Copies to:

Roger F. Thomson Executive Vice President and General Counsel Brinker International, Inc. 6820 LBJ Freeway Dallas, Texas 75240 972-980-9917	Bruce H. Hallett Hallett & Perrin, P.C. 717 N. Harwood Street, Suite 1400 Dallas, Texas 75201 214-953-0053
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Approximate date of commencement of proposed sale to the public:
Not applicable.

If the only securities being registered on this Form are
being offered pursuant to a dividend or interest reinvestment
plans, please check the following box. []

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, other than
securities offered only in connection with dividend or
interest reinvestment plans, 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, please check the following box and list the Securities
Act registration number of the earlier effective registration
statement for the same offering. []

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 delivery of the prospectus is expected to be made
pursuant to Rule 434, please check the following box. []

Brinker International, Inc. (the "Company") hereby
deregisters 45,284 shares of Common Stock of the Company. An
aggregate of 322,580 shares of Common Stock were registered
for sale on behalf of certain stockholders of the Company. As

of the close of business on October 13, 2000, the offering was terminated and a total of 277,296 shares of Common Stock were sold by the selling shareholders. The registrant believes that the shares being deregistered are eligible for resale under Rule 144 of the Securities Act of 1933, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this post-effective amendment to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Dallas and the State of Texas, on the ____ day of November, 2000.

BRINKER INTERNATIONAL, INC.

By: _____
Russell G. Owens, Executive Vice
President and Chief Financial and
Strategic Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment to this Registration Statement has been signed below by the following persons in the capacities indicated effective on the ____ day of November, 2000.

Signature	Title
/s/ Ronald A. McDougall Ronald A. McDougall	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Russell G. Owens Russell G. Owens	Executive Vice President and Chief Financial and Strategic Officer (Principal Financial and Accounting Officer)
/s/ Douglas H. Brooks Douglas H. Brooks	President, Chief Operating Officer and Director
/s/ Donald J. Carty Donald J. Carty	Director
/s/ Dan W. Cook, III Dan W. Cook, III	Director
/s/ Marvin J. Girouard Marvin J. Girouard	Director
/s/ Frederick S. Humphries Frederick S. Humphries	Director
/s/ Ronald Kirk Ronald Kirk	Director

/s/ Jeffrey A. Marcus
Jeffrey A. Marcus

Director

/s/ James E. Oesterreicher
James E. Oesterreicher

Director

/s/ Roger T. Staubach
Roger T. Staubach

Director