

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 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)

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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)

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Copies to:

Roger F. Thomson	Bruce H. Hallett
Executive Vice President and	Crouch & Hallett, L.L.P.
General Counsel	717 N. Harwood Street, Suite 1400
Dallas, Texas 75240	Dallas, Texas 75201
972-980-9917	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. [ ]

The registrant hereby withdraws the effectiveness of this  
registration statement. The registrant believes that all of  
the shares registered under this registration statement have  
been sold or, if shares remain unsold, such shares 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 20th day of January, 1999.

BRINKER INTERNATIONAL, INC.

By: \_\_\_\_\_  
Russell G. Owens, Executive Vice  
President and Chief Financial 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 20th day of January, 1999.

Signature	Title
_____ Ronald A. McDougall	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ Russell G. Owens	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
_____ Norman E. Brinker	Chairman of the Board
_____ Donald J. Carty	Director
_____ Gerard V. Centioli	Director
_____ Dan W. Cook, III	Director
_____ J.M. Haggar, Jr.	Director
_____ Frederick S. Humphries	Director
_____ Ronald Kirk	Director
_____ Jeffrey A. Marcus	Director
_____	Director

James E. Oesterreicher

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Roger T. Staubach

Director