

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
---	--

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 420,358 shares of Common Stock of the Company. An  
aggregate of 3,999,957 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 3,579,599 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: /s/ Russell G. Owens  
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