UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended December 27, 2000

Commission File Number 1-10275

BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	75-1914582
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6820 LBJ FREEWAY, DALLAS, TEXAS 75240
(Address of principal executive offices)
(Zip Code)

(972) 980-9917
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Number of shares of common stock of registrant outstanding at January 16, 2001: 99,118,791

BRINKER INTERNATIONAL, INC.

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PART I. FINANCIAL INFORMATION

BRINKER INTERNATIONAL, INC.
Condensed Consolidated Balance Sheets
(In thousands)

ASSETS	December 27, 2000 (Unaudited)	June 28, 2000
Current Assets:		
Cash and Cash Equivalents	$ 35,669	$ 12,343
Accounts Receivable	26,147	20,378
Inventories	16,712	16,448
Prepaid Expenses	50,494	50,327
Deferred Income Taxes	663	2,127
Other	2,000	2,000
Total Current Assets	131,685	103,623
Property and Equipment, at Cost:		
Land	196,633	178,025
Buildings and Leasehold Improvements	783,873	739,795
Furniture and Equipment	426,508	396,089
Construction-in-Progress	75,633	57,167
	1,482,647	1,371,076
Less Accumulated Depreciation and Amortization	525,102	482,944
Net Property and Equipment	957,545	888,132
Other Assets:		
Goodwill	70,519	71,561
Other	106,609	99,012
Total Other Assets	177,128	170,573
Total Assets	$ 1,266,358	$ 1,162,328

(continued)

BRINKER INTERNATIONAL, INC.
Condensed Consolidated Balance Sheets
(In thousands, except share and per share amounts)

LIABILITIES AND SHAREHOLDERS' EQUITY	December 27, 2000 (Unaudited)	June 28, 2000
Current Liabilities:		
Current Installments of Long-term Debt	$ 14,635	$ 14,635
Accounts Payable	101,586	104,461
Accrued Liabilities	133,855	111,904
Total Current Liabilities	250,076	231,000
Long-term Debt, Less Current Installments	130,520	110,323
Deferred Income Taxes	11,145	7,667
Other Liabilities	57,835	51,130
Shareholders' Equity:		
Preferred Stock - 1,000,000 Authorized Shares; $1.00 Par Value; No Shares Issued	-	-
Common Stock - 250,000,000 Authorized Shares; $.10 Par Value; 117,542,210 Shares Issued and 99,271,133 Shares Outstanding at December 27, 2000, and 117,542,210 Shares Issued and 98,798,342 Shares Outstanding at June 28, 2000	11,754	11,754

Additional Paid-In Capital	295,472	298,172
Retained Earnings	724,248	656,840
	1,031,474	966,766
Less:		
Treasury Stock, at Cost (18,271,077 shares at December 27, 2000 and 18,743,868 shares at June 28, 2000)	211,789	201,531
Unearned Compensation	2,903	3,027
Total Shareholders' Equity	816,782	762,208
Total Liabilities and Shareholders' Equity	$ 1,266,358	$ 1,162,328

See accompanying notes to condensed consolidated financial statements.

BRINKER INTERNATIONAL, INC.
Condensed Consolidated Statements of Income
(In thousands, except per share amounts)
(Unaudited)

	13 Week Periods Ended		26 Week Periods Ended	
	Dec. 27, 2000	Dec. 29, 1999	Dec. 27, 2000	Dec. 29, 1999
Revenues	$ 583,263	$ 520,900	$1,172,546	$1,031,933
Operating Costs and Expenses:				
Cost of Sales	156,424	139,539	312,831	275,729
Restaurant Expenses	323,313	290,635	649,442	575,360
Depreciation and Amortization	24,322	22,784	47,752	44,901
General and Administrative	26,698	24,405	53,909	47,912
Total Operating Costs and Expenses	530,757	477,363	1,063,934	943,902
Operating Income	52,506	43,537	108,612	88,031
Interest Expense	2,278	3,120	3,674	5,518
Other, Net	514	1,486	913	2,072
Income Before Provision for Income Taxes	49,714	38,931	104,025	80,441
Provision for Income Taxes	17,499	13,509	36,617	27,913
Net Income	$ 32,215	$ 25,422	$ 67,408	$ 52,528
Basic Net Income Per Share	$ 0.33	$ 0.26	$ 0.68	$ 0.53
Diluted Net Income Per Share	$ 0.32	$ 0.25	$ 0.66	$ 0.52
Basic Weighted Average Shares Outstanding	98,497	98,064	98,571	98,492
Diluted Weighted Average Shares Outstanding	101,718	100,464	101,638	101,182

See accompanying notes to condensed consolidated financial statements.

BRINKER INTERNATIONAL, INC.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Twenty-six Week Periods Ended	
	December 27,	December 29,

	2000	1999
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 67,408	$ 52,528
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	47,752	44,901
Amortization of Unearned Compensation	773	854
Deferred Income Taxes	4,942	3,767
Changes in Assets and Liabilities:		
Receivables	(5,769)	(554)
Inventories	(264)	(1,637)
Prepaid Expenses	1,202	1,603
Other Assets	(3,354)	891
Accounts Payable	(2,875)	(7,827)
Accrued Liabilities	22,143	7,774
Other Liabilities	6,705	2,663
Net Cash Provided by Operating Activities	138,663	104,963
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for Property and Equipment	(116,857)	(98,933)
Investments in Equity Method Investees	(3,026)	(888)
Net Repayments from Affiliates	325	-
Net Cash Used in Financing Activities	(119,558)	(99,821)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net Borrowings on Credit Facilities	18,020	29,832
Proceeds from Issuances of Treasury Stock	19,759	4,913
Purchases of Treasury Stock	(33,558)	(31,176)
Net Cash Provided by Financing Activities	4,221	3,569
Net Increase in Cash and Cash Equivalents	23,326	8,711
Cash and Cash Equivalents at Beginning of Period	12,343	12,597
Cash and Cash Equivalents at End of Period	$ 35,669	$ 21,308
CASH PAID DURING THE PERIOD:		
Interest, Net of Amounts Capitalized	$ 4,650	$ 4,914
Income Taxes, Net of Refunds	$ 43,974	$ 28,680
NON-CASH TRANSACTIONS DURING THE PERIOD:		
Restricted Treasury Stock Issued	$ 800	$ -
Changes in Fair Market Value of Interest Rate Swap and Debt	$ 2,177	$ -

See accompanying notes to condensed consolidated financial statements.

BRINKER INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation

The condensed consolidated financial statements of Brinker International, Inc. and its wholly-owned subsidiaries (collectively, the "Company") as of December 27, 2000 and June 28, 2000 and for the thirteen week and twenty-six week periods ended December 27, 2000 and December 29, 1999, respectively, have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Company owns, operates, or franchises various restaurant concepts under the names of Chili's Grill & Bar ("Chili's"), Romano's Macaroni Grill ("Macaroni Grill"), On The Border Mexican Grill & Cantina ("On The Border"), Cozymel's Coastal Mexican Grill ("Cozymel's"), Maggiano's Little Italy ("Maggiano's"), and Corner Bakery Cafe ("Corner Bakery"). In addition, the Company is involved in the ownership and is or has been involved in the development of the Big Bowl, Wildfire, and Eatzi's Market and Bakery ("Eatzi's") concepts.

The information furnished herein reflects all adjustments (consisting only of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly state the operating results for the respective periods. However, these operating results are not necessarily indicative of the results expected for the full fiscal year. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to SEC rules and regulations. The notes to the condensed consolidated financial statements should be read in conjunction with the notes to the consolidated financial statements contained in the June 28, 2000 Form 10-K. Company management believes that the disclosures are sufficient for interim financial reporting purposes.

2. Stock Split

On December 8, 2000, the Board of Directors declared a three-for-two stock split, effected in the form of a 50% stock dividend, to shareholders of record on January 3, 2001, payable on January 16, 2001. As a result of the split, 39.2 million shares of common stock were issued on January 16, 2001. All references to number of shares and per share amounts of common stock have been restated to reflect the stock split. Shareholders' equity accounts have been restated to reflect the reclassification of an amount equal to the par value of the increase in issued common shares from the retained earnings accounts to the common stock account.

3. Treasury Stock

Pursuant to the Company's $210.0 million stock repurchase plan and in accordance with applicable securities regulations, the Company repurchased approximately 368,000 shares of its common stock for $8.2 million during the second quarter of fiscal 2001, resulting in a cumulative repurchase total of approximately 9,713,000 shares of its common stock for $159.5 million. The Company's stock repurchase plan is used by the Company to offset the dilutive effect of stock option exercises and to increase shareholder value. The repurchased common stock is reflected as a reduction of shareholders' equity.

4. Derivative Financial Instruments and Hedging Activities

The Company adopted Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended, on June 29, 2000. SFAS No. 133 requires that all derivative instruments be recorded in the statement of financial position at fair value. The accounting for the gain or loss due to changes in fair value of the derivative instrument depends on whether the derivative instrument qualifies as a hedge. If the derivative instrument does not qualify as a hedge, the gains or losses are reported in earnings when they occur. However, if the derivative instrument qualifies as a hedge, the accounting varies based on the type of risk being hedged.

The Company attempts to maintain a reasonable balance between fixed and floating rate debt and uses interest rate swaps and forward rate agreements to accomplish this objective. The swap and forward rate contracts are entered into in accordance with guidelines set forth in the Company's hedging policies. The Company utilizes interest rate swaps and forward rate agreements to manage overall borrowing costs and reduce exposure to adverse fluctuations in interest rates, and to protect the fair value of debt on the financial statements.

The Company assesses interest rate risk by continually identifying and monitoring changes in interest rates that may adversely impact expected future cash flows and the fair value of its debt by evaluating hedging opportunities. The Company maintains risk management control systems to monitor the risks attributable to both the Company's outstanding and forecasted transactions as well as offsetting hedge positions. The risk management control systems involve the use of analytical techniques to estimate the expected impact of changes in interest rates on the Company's future cash flows and the fair value of its debt. The Company does not use derivative instruments for purposes other than hedging. The Company utilizes various derivative hedging instruments, as discussed below, to hedge its interest rate risk when appropriate.

The Company's financing activities include both fixed (7.8% senior notes) and variable (credit facilities) rate debt. The fixed-rate debt is exposed to changes in fair value as market-based interest rates fluctuate. Variable-rate debt is exposed to cash flow risk due to the effects of changes in interest rates. These financial exposures are monitored and managed by the Company as an integral part of its overall risk management program.

The Company enters into interest rate swaps to manage fluctuations in interest expense and to maintain the value of fixed-rate debt. The Company has entered into two interest rate swaps with a total notional value of $71.4 million at December 27, 2000. This fair value hedge changes the fixed-rate interest on the entire balance of the Company's 7.8% senior notes to variable-rate interest. Under the terms of the hedges (which expire in fiscal 2005), the Company pays semi-annually a variable interest rate based on either LIBOR (6.44% at December 27, 2000) plus 0.530% or LIBOR plus 0.535%, in arrears, compounded at three-month intervals. The Company receives semi-annually the fixed interest rate of 7.8% on the senior notes. The estimated fair value of these agreements at December 27, 2000 was approximately $2.2 million, which is included in other assets at December 27, 2000. The Company's interest rate swap hedges meet the criteria for the "short-cut method" under SFAS No. 133. Accordingly, the changes in fair value of the swaps are offset by a like adjustment to the carrying value of the debt and no hedge ineffectiveness is assumed. As a result, the adoption of SFAS No. 133 had no effect on earnings at adoption or during the first two quarters of fiscal 2001.

5. Pending Acquisitions

In November 2000, the Company announced that it had reached an agreement with franchise partner, NE Restaurant Company, Inc. ("NERCO"), to acquire forty Chili's and seven On The Border locations in the fourth quarter of fiscal 2001. Additionally, three Chili's sites currently under development by NERCO will be part of the acquisition. Total consideration, subject to closing adjustments, is approximately $93.5 million, of which approximately $42.0 million represents assumption of debt.

On February 1, 2001, the Company acquired the remaining 50% interest in the Big Bowl restaurant concept from its joint venture partner for $38.0 million and sold its interest in the Wildfire restaurant concept for $5.0 million. The Company financed the purchase through existing credit facilities and operating cash flow.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following table sets forth selected operating data as a percentage of total revenues for the periods indicated. All information is derived from the accompanying condensed consolidated statements of income.

	13 Week Periods Ended		26 Week Periods Ended	
	Dec. 27, 2000	Dec. 29, 1999	Dec. 27, 2000	Dec. 29, 1999
Revenues	100.0%	100.0%	100.0%	100.0%
Operating Costs and Expenses:				
Cost of Sales	26.8%	26.8%	26.7%	26.7%
Restaurant Expenses	55.4%	55.8%	55.4%	55.8%
Depreciation and Amortization	4.2%	4.4%	4.1%	4.4%
General and Administrative	4.6%	4.7%	4.6%	4.6%
Total Operating Costs and Expenses	91.0%	91.6%	90.7%	91.5%
Operating Income	9.0%	8.4%	9.3%	8.5%
Interest Expense	0.4%	0.6%	0.3%	0.5%
Other, Net	0.1%	0.3%	0.1%	0.2%
Income Before Provision for Income Taxes	8.5%	7.5%	8.9%	7.8%
Provision for Income Taxes	3.0%	2.6%	3.1%	2.7%

Net Income	5.5%	4.9%	5.7%	5.1%

The following table details the number of restaurant openings during the second quarter and year to date and total restaurants open at the end of the second quarter.

	Second Quarter Openings		Year-to-Date Openings		Total Open at End of Second Quarter	
	Fiscal 2001	Fiscal 2000	Fiscal 2001	Fiscal 2000	Fiscal 2001	Fiscal 2000
Chili's:						
Company-owned	6	8	13	20	479	454
Franchised	10	9	18	16	235	202
Total	16	17	31	36	714	656
Macaroni Grill:						
Company-owned	2	3	6	9	151	137
Franchised	2	--	2	--	6	3
Total	4	3	8	9	157	140
On The Border:						
Company-owned	4	5	5	10	87	77
Franchised	1	1	2	3	29	26
Total	5	6	7	13	116	103
Cozymel's	--	--	--	--	13	13
Maggiano's	--	1	1	1	13	11
Corner Bakery:						
Company-owned	1	4	2	6	58	55
Franchised	1	1	1	1	2	1
Total	2	5	3	7	60	56
Eatzi's	--	--	--	--	4	5
Wildfire	--	--	--	--	3	3
Big Bowl	--	--	--	--	6	4
Grand total	27	32	50	66	1,086	991

REVENUES

Revenues for the second quarter of fiscal 2001 increased to $583.3 million, 12.0% over the $520.9 million generated for the same quarter of fiscal 2000. Revenues for the twenty-six week period ended December 27, 2000 rose 13.6% to $1,172.5 million from the $1,031.9 million generated for the same period of fiscal 2000. The increases are primarily attributable to a net increase of 54 company-owned restaurants since December 29, 1999 and an increase in comparable store sales for the second quarter of fiscal 2001 compared to the same quarter of fiscal 2000. The Company increased its capacity (as measured in sales weeks) for the second quarter and year-to-date of fiscal 2001 by 7.3% and 8.1%, respectively, compared to the respective prior year periods. Comparable store sales increased 4.5% and 5.4% for the second quarter and year-to-date, respectively, from the same periods of fiscal 2000. Menu prices in the aggregate increased 1.7% in fiscal 2001 as compared to fiscal 2000.

COSTS AND EXPENSES (as a percent of Revenues)

Cost of sales remained flat for the second quarter and year-to-date of fiscal 2001 as compared to the respective periods of fiscal 2000 due to menu price increases and favorable commodity price variances for dairy and cheese, which were offset by unfavorable commodity price variances for produce and product mix changes to menu items with higher percentage food costs.

Restaurant expenses decreased for the second quarter and year-to-date of fiscal 2001 compared to the respective periods of fiscal 2000. Restaurant labor wage rates were higher than in the prior year, but were more than fully offset by increased sales leverage, improvements in labor productivity, menu price increases, and a decrease in preopening costs year-over-year.

Depreciation and amortization decreased for both the second quarter and year-to-date of fiscal 2001 compared to the respective periods of fiscal 2000. Depreciation and amortization decreases resulted from increased sales leverage and a declining depreciable asset base for older units. Partially offsetting these decreases were increases in depreciation and amortization related to new unit construction and ongoing remodel costs.

General and administrative expenses decreased in the second quarter and remained flat for the first six months of fiscal 2001 compared to the respective periods of fiscal 2000 as a result of the Company's continued focus on controlling corporate expenditures relative to increasing revenues.

Interest expense decreased for both the second quarter and year-to-date of fiscal 2001 compared with the respective periods of fiscal 2000 as a result of decreased average borrowings on the Company's credit facilities primarily used to fund the Company's continuing stock repurchase plan, increased sales leverage and a decrease in interest expense on senior notes due to the scheduled repayment made in April 2000. These decreases were partially offset by a decrease in interest capitalization.

NET INCOME AND NET INCOME PER SHARE

Net income for the second quarter and year-to-date of fiscal 2001 increased 26.7% and 28.3%, respectively, compared to the respective periods of fiscal 2000. Diluted net income per share for the second quarter and year-to-date of fiscal 2001 increased 28.0% and 26.9%, respectively, compared to the respective periods of fiscal 2000. The increase in both net income and diluted net income per share was mainly due to an increase in revenues resulting from increases in capacity (as measured in sales weeks), comparable store sales, and menu prices and decreases in restaurant and depreciation and amortization expenses as a percent of revenues.

IMPACT OF INFLATION

The Company has not experienced a significant overall impact from inflation. As operating expenses increase, the Company, to the extent permitted by competition, recovers increased costs through a combination of menu price increases and reviewing, then implementing, alternative products or processes.

LIQUIDITY AND CAPITAL RESOURCES

The working capital deficit decreased from $127.4 million at June 28, 2000 to $118.4 million at December 27, 2000. Net cash provided by operating activities increased to $138.7 million for the first six months of fiscal 2001 from $105.0 million during the same period in fiscal 2000 due to increased profitability, partially offset by the timing of operational receipts and payments.

Long-term debt outstanding at December 27, 2000 consisted of $73.6 million of unsecured senior notes ($71.4 million principal plus $2.2 million representing the effect of changes in interest rates on the fair value of the debt), $70.0 million of borrowings on credit facilities, and obligations under capital leases. The Company has credit facilities totaling $325.0 million. At December 27, 2000, the Company had $255.0 million in available funds from these facilities.

As of December 27, 2000, $16.2 million of the Company's $25.0 million equipment leasing facility and $22.9 million of the Company's $50.0 million real estate leasing facility had been utilized. The remaining real estate leasing facility will be used to lease real estate through fiscal year 2002.

Capital expenditures consist of purchases of land for future restaurant sites, new restaurants under construction, purchases of new and replacement restaurant furniture and equipment, and ongoing remodeling programs. Capital expenditures, net of amounts funded under the respective equipment and real estate leasing facilities, were $116.9 million for the first six months of fiscal 2001 compared to $98.9 million for the same period of fiscal 2000. The increase is due primarily to a reduction in the amount of new restaurant expenditures funded by leasing facilities and due to the acquisition of formerly leased equipment in accordance with the various leasing facilities participated in by the Company, partially offset by a decrease in the number of new store openings. The Company estimates that its capital expenditures, net of amounts expected to be funded under leasing facilities, during the third quarter of fiscal 2001 will approximate $52.0 million. These capital expenditures will be funded entirely from existing operations.

During the remainder of fiscal 2001, the Company anticipates spending approximately $93.5 million, of which approximately $42.0 million represents assumption of debt, for the purchase of forty Chili's, three Chili's sites under construction, and seven On The Border locations from a franchise partner, NE Restaurant Company, Inc. In addition, the Company acquired the remaining 50% interest in the Big Bowl restaurant concept from its joint venture partner for $38.0 million on February 1, 2001, of which $8.0 million is payable upon satisfaction of certain contingencies, but no later than June 30, 2001. Both of these acquisitions will be financed through existing credit facilities, operating cash flow, and funds received upon the sale of the Company's interest in the Wildfire restaurant concept in the amount of $5.0 million.

Pursuant to the Company's $210.0 million stock repurchase plan, approximately 368,000 shares of its common stock were repurchased for $8.2 million during the second quarter of fiscal 2001 in accordance with applicable securities regulations. Currently, approximately 9,713,000 shares have been repurchased for $159.5 million under the stock repurchase plan. The repurchased common stock was or will be used by the Company to offset the dilutive effect of stock option exercises and to increase shareholder value. The repurchased common stock is reflected as a reduction of shareholders' equity. The Company financed the repurchase program through a combination of cash provided by operations and borrowings on its available credit facilities.

The Company is not aware of any other event or trend which would potentially affect its liquidity. In the event such a trend develops, the Company believes that there are sufficient funds available under its lines of credit and that it has strong internal cash generating capabilities to adequately manage the expansion of business.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk from changes in interest rates on debt and certain leasing facilities and from changes in commodity prices. A discussion of the Company's accounting policies for derivative financial instruments and hedging activities is included in the Notes to the Condensed Consolidated Financial Statements.

The Company's net exposure to interest rate risk consists of variable rate instruments that are benchmarked to U.S. and European short-term interest rates. The Company may from time to time utilize interest rate swaps and forwards to manage overall borrowing costs and reduce exposure to adverse fluctuations in interest rates. The Company does not use derivative instruments for trading purposes and the Company has procedures in place to monitor and control derivative use.

The Company is exposed to interest rate risk on short-term and long-term financial instruments carrying variable interest rates. The Company's variable rate financial instruments, including the outstanding credit facilities and interest rate swaps, totaled $141.4 million at December 27, 2000. The impact on the Company's results of operations for the quarter of a one-point interest rate change on the outstanding balance of the variable rate financial instruments as of December 27, 2000 would be approximately $350,000.

The Company purchases certain commodities such as beef, chicken, flour and cooking oil. These commodities are generally purchased based upon market prices established with vendors. These purchase arrangements may contain contractual features that limit the price paid by establishing certain price floors or caps. The Company does not use financial instruments to hedge commodity prices because existing purchase arrangements help control the ultimate cost paid and any commodity price aberrations are generally short term in nature.

This market risk discussion contains forward-looking statements. Actual results may differ materially from this discussion based upon general market conditions and changes in domestic and global financial markets.

FORWARD-LOOKING STATEMENTS

The foregoing Management's Discussion and Analysis of Financial Condition and Results of Operations contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on assumptions concerning risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, could cause the actual results to materially differ from those expressed in the forward-looking statements. The Company cautions that the forward-looking statements are qualified by important factors that could cause actual results to differ materially from those contained herein including the highly competitive nature of the restaurant industry, general business conditions, the seasonality of the Company's business, governmental regulations, inflation, consumer perceptions of food safety, changes in consumer tastes, changes in local, regional and national economic conditions, changes in demographic trends, food, labor, fuel and utilities costs, future commodity prices, availability of materials and employees, weather and other acts of God, and the ability of the Company to meet its growth plan which is subject to (a) identifying available, suitable and economically viable locations for new restaurants, (b) obtaining all required governmental permits (including zoning approvals and liquor licenses) on a timely basis, (c) hiring all necessary contractors and subcontractors, and (d) meeting construction schedules.

PART II. OTHER INFORMATION

Item 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Proxy Statement dated September 22, 2000 for the Annual Meeting of Shareholders held on November 9, 2000, as filed with the Securities and Exchange Commission on September 22, 2000, is incorporated herein by reference.

(a) The Annual Meeting of Shareholders of the Company was held on November 9, 2000.

(b) Each of the management's nominees, as described in the Proxy Statement referenced above, was elected a director to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified.

	Votes For	Votes Against or Withheld
Ronald A. McDougall	42,596,152	19,790,511
Douglas H. Brooks	61,772,960	613,703
Donald J. Carty	61,802,024	584,639
Dan W. Cook III	61,800,203	586,460
Marvin J. Girouard	61,800,496	586,167
Frederick S. Humphries	61,763,434	623,229
Ronald Kirk	61,792,867	593,796
Jeffrey A. Marcus	61,797,776	588,887
James E. Oesterreicher	61,699,687	716,976
Roger T. Staubach	61,562,385	824,278

The voting results have not been adjusted for the Company's stock split which occurred on January 3, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BRINKER INTERNATIONAL, INC.

Date: February 6, 2001 By:___/s/____________________________
Ronald A. McDougall, Chairman and
Chief Executive Officer
(Duly Authorized Signatory)

Date: February 6, 2001   By:___/s/______________________________
Russell G. Owens, Executive Vice
President and Chief Financial and
Strategic Officer
(Principal Financial and Accounting
Officer)