

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 To SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Brinker International, Inc.

(Name of Subject Company (issuer))

Brinker International, Inc. (Offeror and Issuer)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

10964110

(CUSIP Number of Class of Securities)

Roger F. Thomson

Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

Brinker International, Inc.

6820 LBJ Freeway

Dallas, Texas 75240

(972) 980-9917

(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing person)

Copy to:

Robert S. Risoleo

Sullivan & Cromwell LLP

1701 Pennsylvania Avenue, NW

Washington, DC 20006

(202) 956-7500

CALCULATION OF FILING FEE*

Transaction Valuation*

\$450,000,000

Amount of Filing Fee**

\$48,150.00

- * Calculated solely for purposes of determining the filing fee. This amount is based on the purchase of 11,250,000 shares of Common Stock at the maximum tender offer price of \$40.00 per share.
- ** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$107.00 per million of the aggregate amount of cash offered by Brinker International, Inc.
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$48,150.00

Filing Party: Brinker International, Inc.

Form or Registration No.: Schedule TO-I

Date Filed: August 29, 2006

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "SEC") on August 29, 2006 (the "Schedule TO"), and relates to the offer by Brinker International, Inc., a Delaware corporation (the "Company"), to purchase up to 11,250,000 shares of its common stock, par value \$0.10 per share (the "Common Stock"), at a price not greater than \$40.00 nor less than \$35.25 per share, net to the seller in cash, without interest. The offer is subject to the terms and conditions set forth in the Offer to Purchase, dated August 29, 2006 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Letter of Transmittal"), previously filed as Exhibits (A)(1)(A) and (A)(1)(B) to the Schedule TO, which, together with any amendments or supplements to either, collectively constitute the "Offer." This Amendment No. 1 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934.

The information in the Offer, including all schedules and annexes thereto, which were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 1. *Summary Term Sheet.*

Item 1 of the Schedule TO is hereby amended and supplemented as follows:

On September 26, 2006, the Company announced that it is increasing the purchase price and decreasing the number of shares sought in its previously announced modified "Dutch Auction" tender offer for shares of its Common Stock. The Company is now offering to purchase up to 11,250,000 shares of its Common Stock at a price per share not greater than \$40.00 nor less than \$35.25. Previously, the Company offered to purchase up to 11,688,311 shares of its Common Stock at a price per share not greater than \$38.50 nor less than \$35.25. The maximum aggregate purchase price remains the same at \$450 million. In addition, the Company announced that it has extended the expiration date of the Offer from 12:00 Midnight, Eastern Time, on Tuesday, September 26, 2006, to 12:00 Midnight, Eastern Time, on Wednesday, October 11, 2006, unless further extended by the Company. A copy of the Company's press release announcing the extension is attached as exhibit (a)(1)(J) to this Amendment No. 1 and is incorporated herein by reference.

Item 4. *Terms of the Transaction.*

Item 4 of the Schedule TO is hereby amended and supplemented as follows:

On September 26, 2006, the Company announced that it is increasing the purchase price and decreasing the number of shares sought in its previously announced modified "Dutch Auction" tender offer for shares of its Common Stock. The Company is now offering to purchase up to 11,250,000 shares of its Common Stock at a price per share not greater than \$40.00 nor less than \$35.25. Previously, the Company offered to purchase up to 11,688,311 shares of its Common Stock at a price per share not greater than \$38.50 nor less than \$35.25. The maximum aggregate purchase price remains the same at \$450 million. In addition, the Company announced that it has extended the expiration date of the Offer from 12:00 Midnight, Eastern Time, on Tuesday, September 26, 2006, to 12:00 Midnight, Eastern Time, on Wednesday, October 11, 2006, unless further extended by the Company. A copy of the Company's press release announcing the extension is attached as exhibit (a)(1)(J) to this Amendment No. 1 and is incorporated herein by reference.

Item 12. *Exhibits.*

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(1)(J) Press Release, dated September 26, 2006

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 is true, complete and correct.

Brinker International, Inc.

By: /s/ Roger F. Thomson
Name: Roger F. Thomson
Title: Executive Vice President, Chief Administrative Officer,
General Counsel and Secretary

Date: September 26, 2006



Contacts: Media Relations
(800) 775-7290

Laura Conn, Investor Relations
(972) 770-5810

**BRINKER INTERNATIONAL INCREASES PURCHASE PRICE
AND EXTENDS EXPIRATION OF TENDER OFFER**

DALLAS (Sept. 26, 2006) – Brinker International, Inc. (NYSE: EAT) announced today that it is increasing the purchase price and decreasing the number of shares sought in its previously announced modified “Dutch auction” tender offer. Brinker is now offering to purchase up to 11,250,000 shares of its outstanding common stock at a price per share not greater than \$40.00 and not less than \$35.25, for a maximum aggregate purchase price of \$450 million.

The company is extending the expiration date of the tender offer to midnight, Eastern Time, on Oct. 11, 2006. Under the terms of the tender offer, Brinker reserves the right to further extend the period of time the offer is open by notice to the depository and making a public announcement of such extension.

All shareholders will be receiving a new Letter of Transmittal. Shareholders who have already tendered shares and indicated that they would accept the final price determined by the company in the tender offer, and do not wish to change that direction, do not need to take any action in response to the extension. Shareholders who have already tendered shares at a specified price must deliver a new Letter of Transmittal to the depository.

As of 5 p.m. Eastern Time, on Sept. 25, 2006, a total of 3,569 shares of common stock have been deposited under the tender offer, including shares subject to guaranteed delivery.

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of the company’s common stock. The solicitation of offers to buy the company’s common stock is being made only pursuant to the Offer to Purchase, dated Aug. 29, 2006 and the related letter of transmittal distributed by the company to its shareholders and filed with the Securities and Exchange Commission. Shareholders should read those materials carefully because they will contain important information, including the various terms and conditions to the tender offer. Shareholders may obtain copies of the Offer to Purchase, related materials filed by the company as part of the statement on Schedule “TO” and other documents filed with the Securities and Exchange Commission through the Commission’s internet address at www.sec.gov without charge when these documents become available. Shareholders and investors may also obtain a copy of these

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documents, as well as any other documents the company has filed with the Securities and Exchange Commission, without charge, from the company or at the Investor Relations section of the company’s website: www.brinker.com. Shareholders are urged to carefully read these materials prior to making any decision with respect to the offer. Shareholders and investors who have questions or need assistance may call D. F. King at (800) 578-5378 (toll free) or (212) 269-5550 (collect).

At the end of fiscal year 2006, Brinker International either owned, operated, or franchised 1,622 restaurants under the names Chili’s Grill & Bar (1,200 units), Romano’s Macaroni Grill (241 units), Maggiano’s Little Italy (37 units), and On The Border Mexican Grill & Cantina (144 units).

The statements contained in this release that are not historical facts are forward-looking statements. These forward-looking statements involve risks and uncertainties and, consequently, could be affected by general business and economic conditions, the impact of competition, the impact of acquisitions and divestitures, the seasonality of the company’s business, adverse weather conditions, future commodity prices, fuel and utility costs and availability, terrorists acts, consumer perception of food safety, changes in consumer taste, health epidemics or pandemics, changes in demographic trends, availability of employees, unfavorable publicity, the company’s ability to meet its growth plan, acts of God, governmental regulations, and inflation.

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