

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

BRINKER INTERNATIONAL, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

75-1914582
(I.R.S. Employer Identification No.)

3000 Olympus Boulevard
Dallas, Texas 75019
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

Brinker International, Inc. Stock Option and Incentive Plan
(Full title of the plan)

Daniel Fuller
Vice President and General Counsel
Brinker International, Inc.
3000 Olympus Boulevard
Dallas, Texas 75019
(Name and address of agent for service)

972-980-9917
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
	Emerging growth company <input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price per share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.10 par value	1,350,000 shares (1)	\$43.11 (2)	\$58,198,500	\$7,053.66

- (1) Consists of shares of common stock, par value \$0.10, of registrant ("Common Stock") issuable or purchased pursuant to the terms of the Brinker International, Inc. Stock Option and Incentive Plan. Pursuant to Rule 416 of the Securities Act, this registration statement also covers such additional indeterminate number of shares as may be offered or issued to prevent dilution resulting from any stock splits, stock dividends, recapitalizations or similar transactions affecting the Common Stock.
- (2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 of the Securities Act, solely for purpose of calculating the registration fee, based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on March 25, 2019.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register an additional 1,350,000 shares of Common Stock of Brinker International, Inc. (“We”, the “Registrant” or the “Company”) available for issuance under the Brinker International, Inc. Stock Option and Incentive Plan (as amended, the “Plan”). As a result of an amendment to the Plan, which was approved by our shareholders on November 15, 2018, the number of shares of Common Stock authorized for issuance under the Plan was increased by an additional 1,350,000 shares.

In accordance with General Instruction E to Form S-8, the Company incorporates by reference the entire contents of the Company’s registration statement on Form S-8, File Nos. 333-93755, 333-105720, 333-125289, 333-157050, and 333-201929 filed with the Securities and Exchange Commission (the “Commission”) on December 29, 1999, May 30, 2003, May 27, 2005, January 30, 2009 and February 6, 2015, respectively, except to the extent modified hereby.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Documents containing the information specified in Part I of Form S-8 have been and/or will be sent or given to participants in the Plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the instructions of Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We hereby incorporate by reference in this Registration Statement the following documents previously filed by us with the Commission:

1. Our Annual Report on Form 10-K for the fiscal year ended June 27, 2018, filed on August 27, 2018;
2. Our Quarterly Reports on Form 10-Q for the fiscal quarter ended September 26, 2018, filed on November 2, 2018, and the fiscal quarter ended on December 26, 2018, filed February 1, 2019;
3. Our Current Reports on Form 8-K filed with the Commission on July 24, 2018, August 1, 2018, August 7, 2018, August 14, 2018, September 11, 2018, September 21, 2018, October 5, 2018, November 16, 2018 and January 31, 2019; and
4. The description of our common stock contained in our latest registration statement filed pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating any such description.

All documents filed (but not those furnished) by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement shall be deemed to be incorporated into this registration statement by reference and to be a part hereof from the date of the filing of such documents until such time as the registrant files a post-effective amendment indicating that the registrant has sold all of the securities offered under this registration statement or deregistering all securities remaining unsold at the time of such amendment.

Any statement contained in any document incorporated or deemed to be incorporated into this registration statement by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or in any subsequently filed document which also is, or is deemed to be, incorporated into this registration statement by reference, is inconsistent with, modifies or supersedes such statement. Except as so modified or superseded, such statement shall not be deemed to constitute a part of this registration statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

The following summarizes certain arrangements by which controlling persons, directors and officers of the Company, a Delaware corporation, are indemnified against liability which they may incur in such capacities.

Delaware General Corporation Law. Subsection (a) of Section 145 of the Delaware General Corporation Law (“DGCL”) empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification may be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 of the DGCL further provides that to the extent a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) or in the defense of any claim, issue or matter therein, he will be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection with his defense. This indemnification or advancement of expenses is not exclusive of any other

rights to which the indemnified party may be entitled. Section 145 empowers the corporation to purchase and maintain insurance on behalf of a director, officer, employee or agent of the corporation against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liabilities under Section 145.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation to eliminate or limit the personal liability of a director for monetary damages for violations of a director's fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which the director derived an improper personal benefit.

Certificate of Incorporation. Article Ninth of our Certificate of Incorporation provides that no director shall be liable to the registrant or its stockholders for monetary damages for breach of fiduciary duty, provided that the liability of a director is not eliminated or limited (i) for any breach of the director's duty of loyalty to the registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) any transaction from which such director derived an improper personal benefit.

Bylaws. Article VI, Section 2 of our bylaws provides, in general, that we shall indemnify our directors and officers under the circumstances defined in Section 145. We have obtained an insurance policy insuring our directors and officers against certain liabilities, if any, that arise in connection with the performance of their duties on behalf of the Company and its subsidiaries. We have entered into agreements with our directors and officers indemnifying such directors and officers against certain liabilities arising out of their service as directors and officers of the Company.

Insurance. The Company maintains directors and officers liability insurance, which covers such persons against certain claims or liabilities arising out of the performance of their duties.

Item 7. Exemption from Registration Claimed.

None

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibits</u>
4.1	Certificate of Incorporation of Brinker International, Inc. (filed as Exhibit 3(a) to annual report on Form 10-K for the fiscal year ended June 28, 1995 and incorporated herein by reference)
4.2	Bylaws of Brinker International, Inc. (Filed as Exhibit 3(b) to annual report on Form 10-K for the fiscal year ended June 27, 2018, and incorporated herein by reference)
5.1*	Opinion of Gibson, Dunn & Crutcher LLP
23.1*	Consent of KPMG LLP, independent registered public accounting firm
23.2*	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page of this registration statement)
99.1	Brinker International, Inc. Stock Option & Incentive Plan, as amended (filed as Appendix A to proxy statement filed on October 5, 2018, and incorporated herein by reference)

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Dallas and State of Texas on March 28, 2019.

BRINKER INTERNATIONAL, INC.

By: /s/ Wyman T. Roberts

Wyman T. Roberts
President and Chief Executive Officer
President of Chili's Grill & Bar

POWER OF ATTORNEY

Each of the undersigned hereby appoints Wyman T. Roberts and Daniel S. Fuller, and each of them (with full power to act alone), as attorneys-in-fact and agents for the undersigned, with full power of substitution and resubstitution, for him and in his name, place and stead, to sign and file with the Securities and Exchange Commission any and all amendments and exhibits to this registration statement on Form S-8 and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered by this registration statement. Each attorney shall have full power and authority to do and perform in the name and on behalf of the undersigned, any and all acts and things whatsoever requisite or desirable, as fully to all intents and purposes as the undersigned might or could do in person, and the undersigned hereby ratifies and approves the acts of such attorneys.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities indicated below and on March 28, 2019.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Wyman T. Roberts</u> Wyman T. Roberts	President and Chief Executive Officer of Brinker International, Inc., President of Chili's Grill & Bar and Director (Principal Executive Officer)	March 28, 2019
<u>/s/ Joseph G. Taylor</u> Joseph G. Taylor	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 28, 2019
<u>/s/ Joseph M. DePinto</u> Joseph M. DePinto	Chairman of the Board of Directors	March 28, 2019
<u>/s/ John W. Chidsey</u> John W. Chidsey	Director	March 28, 2019
<u>/s/ Cindy L. Davis</u> Cindy L. Davis	Director	March 28, 2019
<u>/s/ Harriet Edelman</u> Harriet Edelman	Director	March 28, 2019
<u>/s/ Michael A. George</u> Michael A. George	Director	March 28, 2019

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William T. Giles</u> William T. Giles	Director	March 28, 2019
<u>/s/ James C. Katzman</u> James C. Katzman	Director	March 28, 2019
<u>/s/ George R. Mrkonic</u> George R. Mrkonic	Director	March 28, 2019
<u>/s/ Jose Luis Prado</u> Jose Luis Prado	Director	March 28, 2019

GIBSON DUNN

Gibson, Dunn & Crutcher LLP

2100 McKinney Avenue
Dallas, TX 75201-6912
Tel 214.698.3100
www.gibsondunn.com

March 28, 2019

Brinker International, Inc.
3000 Olympus Boulevard
Dallas, TX 75019

Re: Proposed Offering of up to 1,350,000 Shares of Common Stock Pursuant to the Brinker International, Inc. Stock Option and Incentive Plan

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Brinker International, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 1,350,000 shares of the Company's Common Stock, par value \$0.10 per share (the "Shares"), available for issuance under the Brinker International, Inc. Stock Option and Incentive Plan (the "Plan").

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records of the Company, certificates of officers of the Company and of public officials and other documents as we have deemed necessary or advisable to enable us to render this opinion. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to this opinion, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Frankfurt • Hong Kong • Houston • London • Los Angeles • Munich
New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

Brinker International, Inc.

March 28, 2019

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The opinion expressed above is subject to the following exceptions, qualifications, limitations and assumptions. We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). This opinion is limited to the effect of the current state of the DGCL and to the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts. We express no opinion regarding any state securities laws or regulations.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Brinker International, Inc.:

We consent to the use of our reports dated August 27, 2018, with respect to the consolidated balance sheets of Brinker International, Inc. as of June 27, 2018 and June 28, 2017, and the related consolidated statements of comprehensive income, stockholders' deficit, and cash flows for each of the years in the three-year period ended June 27, 2018, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of June 27, 2018, incorporated by reference in the registration statement.

/s/ KPMG LLP

Dallas, Texas
March 28, 2019