
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 2, 2006

BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-10275
(Commission File
Number)

74-1914582
(IRS Employment
Identification No.)

6820 LBJ Freeway
Dallas, Texas 75240
(Address of principal executive offices)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
-
-

Section 7 – Regulation FD

Item 7.01. Regulation FD Disclosure

The information contained in this Current Report on Form 8-K, including the Exhibit attached hereto, is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, the information contained in this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

On February 2, 2006, Brinker International, Inc. (the “Registrant”) issued a Press Release announcing the declaration of the Registrant’s quarterly dividend to common stock shareholders in the amount of \$0.10 per share. The dividend will be payable on March 29, 2006 to shareholders of record at the close of business on March 15, 2006.

Section 8 – Other Events

Item 8.01. Other Events

Also, on February 2, 2006, the Board of Directors increased the Registrant’s share repurchase authorization by \$150.0 million to a total of \$1,310.0 million. The Registrant previously reported that as of December 28, 2005, approximately \$108.0 million was available under previous share repurchase authorizations.

Further, the Board of Directors announced its decision to allow the Registrant’s shareholder rights plan to expire, as scheduled, on February 9, 2006, and adopted the policy regarding any future shareholder rights plan that the Board will only adopt a rights plan if the shareholders of the Registrant approves the adoption of such plan or the Board in exercise of its fiduciary responsibilities, including a majority of the independent members of the Board, determines that under the circumstances existing at the time, it is in the best interests of the shareholders, to adopt a rights plan without delay subject to seeking shareholder ratification within 12 months of the date of adoption. The Governance and Nominating Committee is charged with annually reviewing the policy and reporting any recommendations to the full Board.

Section 9 – Financial Statements and Exhibits.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

SIGNATURE

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

BRINKER INTERNATIONAL, INC.

Date: February 3, 2006

By: /s/ Douglas H. Brooks
Douglas H. Brooks, Chairman of the Board
President and Chief Executive Officer

**FOR IMMEDIATE RELEASE**

Contacts: Suzanne Keen, Media Relations
(972) 770-8722

Lynn Schweinfurth, Laura Conn, Investor Relations
(972) 770-7228, (972) 770-5810

BRINKER INTERNATIONAL ANNOUNCES \$150 MILLION INCREASE IN SHARE REPURCHASE PLAN, DECLARES COMMON DIVIDEND, AND ESTABLISHES POLICY FOR SHAREHOLDER RIGHTS

DALLAS, Feb. 2, 2006 – Brinker International, Inc. (NYSE: EAT) announced today the following decisions enacted by its Board of Directors.

The Board of Directors authorized an increase of \$150 million to its existing common share repurchase program. Fiscal year to date, the company has repurchased approximately 5 million shares for approximately \$196 million. The announced share authorization increase, when combined with the company's remaining capacity of \$79.1 million, creates \$229.1 million of share repurchase availability. Since the company began its share repurchase plan in fiscal 1998, 37.6 million shares have been repurchased for approximately \$1.1 billion at an average price of \$28.73.

In addition, the Board declared a quarterly dividend of 10 cents per share on the common stock of the company. The dividend will be paid on March 29, 2006 to shareholders of record as of March 15, 2006.

"The approval of the quarterly dividend and increase in share authorization reflects the Board's ongoing confidence in our company's long-term growth prospects and commitment to return value directly to shareholders," said Chuck Sonstebly, Brinker Executive Vice President and Chief Financial Officer. "Our strong cash flow generation and solid balance sheet will enable us to continue to invest in high-return initiatives consistent with our focused strategy, pay a quarterly dividend and repurchase shares to grow EPS 15% per year."

In addition, the Board also announced its decision to allow the Company's stockholder rights plan to expire, as scheduled, on Feb. 9, 2006 and will not propose any rights plans for approval by stockholders at Brinker International's 2006 Annual Meeting of Stockholders. The Board further adopted the following policy regarding the adoption of a rights plan in the future:

The Board will only adopt a rights plan if either (1) Brinker International's stockholders have approved adoption of the rights plan, or (2) the Board in its exercise of its fiduciary responsibilities, including a majority of the independent

members of the Board, makes a determination that, under the circumstances existing at the time, it is in the best interests of the stockholders to adopt a stockholder rights plan without the delay in adoption that would come from the time reasonably anticipated to seek stockholder approval. If the Board adopts a stockholder rights plan pursuant to clause (2) above, the Board will seek stockholder ratification within 12 months of the date of adoption. The Governance and Nominating Committee will review this policy statement on an annual basis, including the stipulation that addresses the Board's fiduciary responsibility to act in the best interest of the shareholders, without prior stockholder approval, and report to the Board any recommendations it may have concerning the policy.

At the end of the second quarter of fiscal 2006, Brinker International either owned, operated, or franchised 1,637 restaurants under the names Chili's Grill & Bar (1,130 units), Romano's Macaroni Grill (238 units), Maggiano's Little Italy (37 units), On The Border Mexican Grill & Cantina (141 units) and Corner Bakery Cafe (91 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, 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.

###