

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): November 6, 2013

BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-10275
(Commission File
Number)

75-1914582
(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 5 - Corporate Governance and Management

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 6, 2013, the Board of Directors for the Registrant approved an amendment to the Bylaws of the Registrant, effective November 8, 2013, to implement a majority vote standard for the election of directors, coupled with a director resignation policy for those directors who do not receive a majority vote. Prior to this amendment, election of the Registrant's directors was subject to a plurality vote standard. A copy of the amended Bylaw is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders of the Registrant was held on November 7, 2013. Matters voted upon by shareholders at that meeting were:

Proposal 1

Each of the management's nominees, was elected a director to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified.

Number of Shares Voted

Name	For	Withheld	Broker Non-Vote
Joseph M. DePinto	58,139,418	412,573	3,936,031
Harriet Edelman	58,161,538	390,453	3,936,031
Michael A. George	58,517,298	34,693	3,936,031
William T. Giles	58,519,133	32,858	3,936,031

Gerardo I. Lopez	58,516,627	35,364	3,936,031
Jon L. Luther	58,463,554	88,437	3,936,031
John W. Mims			
George R. Mrkonic	58,464,118	87,873	3,936,031
Rosendo G. Parra			
	57,986,214	565,777	3,936,031
Wyman T. Roberts			
	58,464,094	87,897	3,936,031
	58,521,164	30,827	3,936,031

Proposal 2

The proposal to ratify the appointment of KPMG LLP as Independent Auditors for Fiscal 2014 was approved. The results were as follows:

For	Against	Abstain	Broker Non-Vote
61,525,374	945,399	17,249	3,936,031

Proposal 3

The proposal on executive compensation was approved. The results were as follows:

For	Against	Abstain	Broker Non-Vote
56,083,185	2,436,745	32,061	3,936,031

Proposal 4

The proposal to amend the Company's Stock Option and Incentive Plan was approved. The results were as follows:

For	Against	Abstain	Broker Non-Vote
54,921,260	3,603,101	27,630	3,936,031

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

3.1 Article II, Section 2 of Bylaws, as amended.

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: November 8, 2013	By:	/s/ Wyman T. Roberts
		Wyman T. Roberts, Chief Executive Officer and President and President of Chili's Grill & Bar

Amended By-Law of Brinker International, Inc.

ARTICLE II

MEEITNGS OF SHAREHOLDERS

Section 2. Annual Meetings. Annual meetings of shareholders, shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, including the first week of November of each fiscal year, at which meeting the shareholders shall elect the Board of Directors and transact such other business as may be properly brought before the meeting in accordance with these Bylaws.

When a quorum is present at any meeting, the affirmative vote of the holders of a majority of the shares entitled to vote on, and who voted for or against, the matter shall decide any matter brought before such meeting, other than the election of Directors or a matter for which the affirmative vote of the holders of a specified portion of the shares entitled to vote, and shall be the act of the shareholders, unless otherwise provided by the Certificate of Incorporation, these Bylaws or by resolution of the Board of Directors.

Unless otherwise provided in the Certificate of Incorporation or these Bylaws, directors of the Corporation in a contested election (i.e., where the number of nominees for director exceeds the number of directors to be elected) shall be elected by a plurality of the votes cast by the holders of shares present and entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present. However, in an uncontested election (i.e., where the number of nominees for director is the same as the number of directors to be elected), directors shall be elected by a majority of the votes cast by the holders of shares present and entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present. In the event that a nominee for re-election as a director fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors where the election is uncontested such director must, promptly following certification of the shareholder vote, tender his or her resignation to the Board of Directors. The Governance and Nominating Committee of the Board of Directors, or such other group of independent members of the Board of Directors as is determined by the entire Board of Directors (excluding the director who tendered the resignation) will evaluate any such resignation in light of the best interests of the Corporation and its shareholders and will make a recommendation to the entire Board of Directors as to whether to accept or reject the resignation, or whether other action should be taken. In reaching its decision, the Board of Directors may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to the Corporation, the overall composition of the Board of Directors and whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable law, rule or regulation (including the listing requirements of any securities exchange). The Board of Directors shall complete this process within 90 days after the certification of the shareholder vote and shall report its decision to the shareholders in the Corporation's filing following such Board decision.