BRINKER INTERNATIONAL INC
Form 10-Q
May 03, 2013
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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 March 27, 2013
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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x		Accelerated filer	o
Non-accelerated filer	o	(Do not check if a smaller reporting company)	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date.

Class	Outstanding at April 29, 2013
Common Stock, $0.10 par value	70,547,209 shares

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PART I. FINANCIAL INFORMATION
Item 1. FINANCIAL STATEMENTS
BRINKER INTERNATIONAL, INC.
Consolidated Balance Sheets
(In thousands, except share and per share amounts)

	March 27, 2013 (Unaudited)	June 27, 2012
ASSETS		
Current Assets:		
Cash and cash equivalents	$85,692	$59,103
Accounts receivable	38,471	43,387
Inventories	24,548	25,360
Prepaid expenses and other	64,381	63,023
Income taxes receivable	0	1,055
Deferred income taxes	1,805	2,918
Total current assets	214,897	194,846
Property and Equipment, at Cost:		
Land	149,310	152,382
Buildings and leasehold improvements	1,421,291	1,399,905
Furniture and equipment	574,132	556,304
Construction-in-progress	12,996	11,211
	2,157,729	2,119,802
Less accumulated depreciation and amortization	(1,127,808)	(1,076,238)
Net property and equipment	1,029,921	1,043,564
Other Assets:		
Goodwill	125,604	125,604
Deferred income taxes	27,029	20,231
Other	48,411	51,827
Total other assets	201,044	197,662
Total assets	$1,445,862	$1,436,072
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current installments of long-term debt	$27,528	$27,334
Accounts payable	83,135	100,531
Accrued liabilities	273,636	273,884
Income taxes payable	6,336	0
Total current liabilities	390,635	401,749
Long-term debt, less current installments	677,309	587,890
Other liabilities	132,709	136,560
Commitments and Contingencies (Note 8)		
Shareholders' Equity:		
Common stock—250,000,000 authorized shares; $0.10 par value; 176,246,649 shares issued and 70,586,927 shares outstanding at March 27, 2013, and 176,246,649 shares issued and 74,342,115 shares outstanding at June 27, 2012	17,625	17,625
Additional paid-in capital	472,890	466,781
Retained earnings	2,185,130	2,112,858
	2,675,645	2,597,264
	(2,430,436)	(2,287,391)

Less treasury stock, at cost (105,659,722 shares at March 27, 2013 and 101,904,534 shares at June 27, 2012)		
Total shareholders’ equity	245,209	309,873
Total liabilities and shareholders’ equity	$1,445,862	$1,436,072

See accompanying notes to consolidated financial statements.

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

	Thirteen Week Periods Ended		Thirty-Nine Week Periods Ended	
	March 27, 2013	March 28, 2012	March 27, 2013	March 28, 2012
Revenues:				
Company sales	$724,693	$728,868	$2,057,490	$2,038,333
Franchise and other revenues	18,066	13,177	58,540	54,018
Total revenues	742,759	742,045	2,116,030	2,092,351
Operating Costs and Expenses:				
Company restaurants				
Cost of sales	198,316	205,155	567,602	571,962
Restaurant labor	231,822	233,806	667,865	664,068
Restaurant expenses	164,537	164,230	489,781	489,872
Company restaurant expenses	594,675	603,191	1,725,248	1,725,902
Depreciation and amortization	33,222	30,929	98,830	93,265
General and administrative	33,986	40,006	102,289	104,040
Other gains and charges	1,550	(104)	2,227	5,614
Total operating costs and expenses	663,433	674,022	1,928,594	1,928,821
Operating income	79,326	68,023	187,436	163,530
Interest expense	7,085	6,530	21,040	20,087
Other, net	(573)	(1,072)	(2,096)	(3,018)
Income before provision for income taxes	72,814	62,565	168,492	146,461
Provision for income taxes	20,863	17,632	51,500	42,233
Net income	$51,951	$44,933	$116,992	$104,228
Basic net income per share	$0.73	$0.58	$1.61	$1.31
Diluted net income per share	$0.71	$0.56	$1.56	$1.28
Basic weighted average shares outstanding	71,067	77,582	72,511	79,722
Diluted weighted average shares outstanding	73,341	79,735	74,873	81,658
Dividends per share	$0.20	$0.16	$0.60	$0.48

See accompanying notes to consolidated financial statements.

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

	Thirty-Nine Week Periods Ended	
	March 27, 2013	March 28, 2012
Cash Flows from Operating Activities:		
Net income	$116,992	$104,228
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	98,830	93,265
Stock-based compensation	12,909	10,393
Deferred income taxes	(9,867)	14,017
Restructure charges and other impairments	3,792	5,042
Net loss on disposal of assets	1,115	1,541
Loss on equity investments	752	1,154
Other	205	703
Changes in assets and liabilities:		
Accounts receivable	5,543	4,149
Inventories	760	(1,381)
Prepaid expenses and other	1,586	3,389
Other assets	(2,367)	1,025
Accounts payable	(15,644)	5,806
Accrued liabilities	(4,617)	(4,693)
Current income taxes	12,893	(2,481)
Other liabilities	(246)	(2,347)
Net cash provided by operating activities	222,636	233,810
Cash Flows from Investing Activities:		
Payments for property and equipment	(98,690)	(85,177)
Proceeds from sale of assets	6,535	4,344
Investment in equity method investee	0	(1,083)
Net cash used in investing activities	(92,155)	(81,916)
Cash Flows from Financing Activities:		
Purchases of treasury stock	(191,799)	(208,347)
Borrowings on revolving credit facility	110,000	0
Payments of dividends	(42,161)	(37,850)
Proceeds from issuances of treasury stock	32,042	27,946
Payments on long-term debt	(19,785)	(12,187)
Excess tax benefits from stock-based compensation	7,811	924
Proceeds from issuances of long-term debt	0	70,000
Payments for deferred financing costs	0	(1,620)
Net cash used in financing activities	(103,892)	(161,134)
Net change in cash and cash equivalents	26,589	(9,240)
Cash and cash equivalents at beginning of period	59,103	81,988
Cash and cash equivalents at end of period	$85,692	$72,748

See accompanying notes to consolidated financial statements.

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

1. BASIS OF PRESENTATION

References to “Brinker,” “the Company,” “we,” “us” and “our” in this Form 10-Q are references to Brinker International, Inc. and its subsidiaries and any predecessor companies of Brinker International, Inc.

Our consolidated financial statements as of March 27, 2013 and June 27, 2012 and for the thirteen week and thirty-nine week periods ended March 27, 2013 and March 28, 2012 have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). We are principally engaged in the ownership, operation, development, and franchising of the Chili’s Grill & Bar (“Chili’s”) and Maggiano’s Little Italy (“Maggiano’s”) restaurant brands. At March 27, 2013, we owned, operated or franchised 1,588 restaurants in the United States and 32 countries and two territories outside of the United States.

Beginning in fiscal 2013, revenues are presented in two separate captions on the consolidated statements of income in an effort to provide more clarity around company-owned restaurant revenue and operating expense trends. Company sales includes revenues generated by the operation of company-owned restaurants and gift card redemptions. Franchise and other revenues includes royalties, development fees, franchise fees, Maggiano’s banquet service charge income and certain gift card activity (breakage and discounts). Prior year revenue amounts have been reclassified to conform to the fiscal 2013 presentation. These reclassifications have no effect on total revenue or net income previously reported.

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and costs and expenses during the reporting period. Actual results could differ from those estimates.

The information furnished herein reflects all adjustments (consisting only of normal recurring accruals and adjustments) which are, in our opinion, necessary to fairly state the interim 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 accounting principles generally accepted in the United States of America have been omitted pursuant to SEC rules and regulations. The notes to the consolidated financial statements (unaudited) should be read in conjunction with the notes to the consolidated financial statements contained in the June 27, 2012 Form 10-K. We believe the disclosures are sufficient for interim financial reporting purposes.

2. EARNINGS PER SHARE

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. For the calculation of diluted earnings per share, the basic weighted average number of shares is increased by the dilutive effect of stock options and restricted share awards determined using the treasury stock method. We had approximately 470,000 stock options and restricted share awards outstanding at March 27, 2013 and 628,000 stock options and restricted share awards outstanding at March 28, 2012 that were not included in the dilutive earnings per share calculation because the effect would have been anti-dilutive.

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3. LONG-TERM DEBT

Long-term debt consists of the following (in thousands):

	March 27, 2013	June 27, 2012
Term loan	$218,750	$237,500
5.75% notes	289,823	289,709
Revolving credit facility	150,000	40,000
Capital lease obligations	46,264	48,015
	704,837	615,224
Less current installments	(27,528)	(27,334)
	$677,309	$587,890

During the first three quarters of fiscal 2013, an additional $110 million was drawn on the revolver primarily to fund share repurchases. As of March 27, 2013, $100 million of credit was available under the revolver.

The term loan and revolving credit facility bear interest of LIBOR plus an applicable margin, which is a function of our credit rating and debt to cash flow ratio, but is subject to a maximum of LIBOR plus 2.50%. Based on our current credit rating, we are paying interest at a rate of LIBOR plus 1.63%. One month LIBOR at March 27, 2013 was approximately 0.20%.

4. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. In determining fair value, the accounting standards establish a three level hierarchy for inputs used in measuring fair value, as follows:

- Level 1 – inputs are quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs are observable for the asset or liability, either directly or indirectly, including quoted prices in active markets for similar assets or liabilities.
- Level 3 – inputs are unobservable and reflect our own assumptions.

(a) Non-Financial Assets Measured on a Non-Recurring Basis

During fiscal 2013, long-lived assets with a carrying value of $0.8 million, primarily related to one underperforming restaurant, were written down to their fair value of $0.1 million resulting in an impairment charge of $0.7 million, which was included in other gains and charges in the consolidated statement of income for the period. During fiscal 2012, ten underperforming restaurants with a carrying value of $1.5 million were written down to their fair value of $0.4 million resulting in an impairment charge of $1.1 million, which was included in other gains and charges in the consolidated statement of income for the period. We determined fair value based on projected discounted future operating cash flows of the restaurants over their remaining service life using a risk adjusted discount rate that is commensurate with the risk inherent in our current business model.

The following table presents fair values for those assets measured at fair value on a non-recurring basis at March 27, 2013 and March 28, 2012 (in thousands):

	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	Total
Long-lived assets held for use				
At March 27, 2013	$0	$0	$140	$140
At March 28, 2012	$0	$0	$369	$369

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(b) Other Financial Instruments

Our financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and long-term debt. The fair value of cash and cash equivalents, accounts receivable and accounts payable approximates their carrying amounts. The fair value of the revolving credit facility borrowing approximates carrying value as the interest rates are adjusted based on LIBOR and the company's credit rating. The fair value of the 5.75% notes is based on quoted market prices. At March 27, 2013, the 5.75% notes had a carrying value of $289.8 million and a fair value of $305.0 million. At June 27, 2012, the 5.75% notes had a carrying value of $289.7 million and a fair value of $310.2 million.

5. OTHER GAINS AND CHARGES

Other gains and charges consist of the following (in thousands):

	Thirteen Week Periods Ended		Thirty-Nine Week Periods Ended	
	March 27, 2013	March 28, 2012	March 27, 2013	March 28, 2012
Restaurant impairment charges	$0	$0	$661	$1,098
Restaurant closure charges	305	1,032	2,887	4,154
Severance and other benefits	1,269	0	1,269	100
Gains on the sale of assets, net	(81)	(25)	(2,430)	(1,365)
Other	57	(1,111)	(160)	1,627
	$1,550	$(104)	$2,227	$5,614

We recorded impairment charges of $0.7 million and $1.1 million in fiscal 2013 and 2012, respectively. The impairment charges, which were associated with underperforming restaurants that continue to operate, were measured as the excess of the carrying amount of property and equipment over the fair value. See Note 4 for fair value disclosures related to these charges.

During the first three quarters of fiscal 2013, we recorded $2.9 million in restaurant closure charges, consisting primarily of $1.7 million in lease termination charges and $1.0 million related to long-lived asset impairments. The charges were primarily related to restaurants closed in prior years.

Additionally, we recorded $1.3 million in severance and other benefits resulting from organizational changes made during the third quarter of fiscal 2013. The severance charges include expense related to the accelerated vesting of stock-based compensation awards. We also recorded year-to-date net gains of $2.4 million primarily related to land sales.

During the first three quarters of fiscal 2012, we recorded $4.2 million in restaurant closure charges, consisting primarily of $3.2 million in lease termination charges associated with restaurants closed in prior years and $0.4 million related to long-lived asset impairments resulting from closures.

Additionally, we recorded $1.3 million in net charges related to legal matters in the first three quarters of fiscal 2012. These net charges included gains of approximately $1.1 million recorded in the third quarter related to the resolution of issues reserved for in prior years and charges of approximately $2.4 million recorded in the second quarter related to the pending settlement of a class action lawsuit. We also recorded net year-to-date gains of $1.4 million related to the sale of land.

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6. SHAREHOLDERS' EQUITY

In August 2012, our Board of Directors authorized a $500.0 million increase to our existing share repurchase program. We repurchased approximately 5.8 million shares of our common stock for $191.8 million during the first three quarters of fiscal 2013. As of March 27, 2013, approximately $474.1 million was available under our share repurchase authorizations. Our stock repurchase plan has been and will be used to return capital to shareholders and to minimize the dilutive impact of stock options and other share-based awards. We evaluate potential share repurchases under our plan based on several factors, including our cash position, share price, operational liquidity, proceeds from divestitures, borrowing and planned investment and financing needs. Repurchased common stock is reflected as a reduction of shareholders' equity. During the first three quarters of fiscal 2013, we granted approximately 276,000 stock options with an exercise price of $34.28 and a fair value of $13.42, and approximately 535,000 restricted share awards with a weighted average fair value of $35.40. Additionally, during the first three quarters of fiscal 2013, approximately 1.5 million stock options were exercised resulting in cash proceeds of $32.0 million.

During the first three quarters of fiscal 2013, we paid dividends of $42.2 million to common stock shareholders, compared to $37.9 million in the prior year. Our Board of Directors approved a 25 percent increase in the quarterly dividend from $0.16 to $0.20 per share effective with the dividend declared in August 2012. Additionally, we declared a quarterly dividend of $14.2 million in February 2013, payable on March 28, 2013.

7. SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for income taxes and interest for the first three quarters of fiscal 2013 and 2012 are as follows (in thousands):

	March 27, 2013	March 28, 2012
Income taxes, net of refunds	$38,799	$27,264
Interest, net of amounts capitalized	15,909	14,073

Non-cash investing activities for the first three quarters of fiscal 2013 and 2012 are as follows (in thousands):

	March 27, 2013	March 28, 2012
Retirement of fully depreciated assets	$43,262	$68,184

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8. CONTINGENCIES

In connection with the sale of restaurants to franchisees and brand divestitures, we have, in certain cases, guaranteed lease payments. As of March 27, 2013 and June 27, 2012, we have outstanding lease guarantees or are secondarily liable for $136.8 million and $142.6 million, respectively. This amount represents the maximum potential liability of future payments under the guarantees. These leases have been assigned to the buyers and expire at the end of the respective lease terms, which range from fiscal 2013 through fiscal 2024. In the event of default, the indemnity and default clauses in our assignment agreements govern our ability to pursue and recover damages incurred. No material liabilities have been recorded as of March 27, 2013.

In August 2004, certain current and former hourly restaurant team members filed a putative class action lawsuit against us in California Superior Court alleging violations of California labor laws with respect to meal periods and rest breaks. The lawsuit sought penalties and attorney’s fees and was certified as a class action by the trial court in July 2006. In July 2008, the California Court of Appeal decertified the class action on all claims with prejudice. In October 2008, the California Supreme Court granted a writ to review the decision of the Court of Appeal and oral arguments were heard by the California Supreme Court on November 8, 2011. On April 12, 2012, the California Supreme Court issued an opinion affirming in part, reversing in part, and remanding in part for further proceedings. The California Supreme Court’s opinion resolved many of the legal standards for meal periods and rest breaks in our California restaurants and we intend to vigorously defend our position on the remaining issues upon remand to the trial court. It is not possible at this time to reasonably estimate the possible loss or range of loss, if any.

We are engaged in various other legal proceedings and have certain unresolved claims pending. Reserves have been established based on our best estimates of our potential liability in certain of these matters. Based upon consultation with legal counsel, Management is of the opinion that there are no matters pending or threatened which are expected to have a material adverse effect, individually or in the aggregate, on our consolidated financial condition or results of operations.

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Item 2. 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 (unless otherwise noted) for the periods indicated. All information is derived from the accompanying consolidated statements of income:

	Thirteen Week Periods Ended				Thirty-Nine Week Periods Ended			
	March 27, 2013		March 28, 2012		March 27, 2013		March 28, 2012	
Revenues:								
Company sales	97.6	%	98.2	%	97.2	%	97.4	%
Franchise and other revenues	2.4	%	1.8	%	2.8	%	2.6	%
Total revenues	100.0	%	100.0	%	100.0	%	100.0	%
Operating Costs and Expenses:								
Company restaurants								
Cost of sales [1]	27.4	%	28.1	%	27.6	%	28.1	%
Restaurant labor [1]	32.0	%	32.1	%	32.5	%	32.6	%
Restaurant expenses [1]	22.7	%	22.6	%	23.8	%	24.0	%
Company restaurant expenses [1]	82.1	%	82.8	%	83.9	%	84.7	%
Depreciation and amortization	4.5	%	4.2	%	4.7	%	4.5	%
General and administrative	4.6	%	5.4	%	4.8	%	5.0	%
Other gains and charges	0.2	%	0.0	%	0.1	%	0.3	%
Total operating costs and expenses	89.3	%	90.8	%	91.1	%	92.2	%
Operating income	10.7	%	9.2	%	8.9	%	7.8	%
Interest expense	1.0	%	0.9	%	1.0	%	1.0	%
Other, net	(0.1	)%	(0.1	)%	(0.1	)%	(0.2	)%
Income before provision for income taxes	9.8	%	8.4	%	8.0	%	7.0	%
Provision for income taxes	2.8	%	2.3	%	2.5	%	2.0	%
Net income	7.0	%	6.1	%	5.5	%	5.0	%

[1] As a percentage of company sales.

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The following table details the number of restaurant openings during the third quarter, year-to-date, total restaurants open at the end of the third quarter, and total projected openings in fiscal 2013:

	Third Quarter Openings		Year-to-Date Openings		Total Open at End Of Third Quarter		Projected Openings
	Fiscal 2013	Fiscal 2012	Fiscal 2013	Fiscal 2012	Fiscal 2013	Fiscal 2012	Fiscal 2013
Chili's:							
Company-owned	0	0	2	0	821	820	0
Domestic Franchised	0	0	2	1	447	462	2
Total	0	0	4	1	1,268	1,282	2
Maggiano's:	0	0	0	0	44	44	0
International: (a)							
Company-owned	0	0	0	0	0	0	0
Franchised	6	6	25	17	276	248	30-35
Total	6	6	25	17	276	248	30-35
Grand Total	6	6	29	18	1,588	1,574	32-37

(a) At the end of the third quarter of fiscal 2013, international franchised restaurants included 276 Chili's restaurants.
At March 27, 2013, we owned the land and buildings for 189 of the 865 company-owned restaurants. The net book values of the land and buildings associated with these restaurants totaled $141.4 million and $119.2 million, respectively.

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GENERAL

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to help the reader understand Brinker International, our operations, and our current operating environment. For an understanding of the significant factors that influenced our performance during the quarters ended March 27, 2013 and March 28, 2012, the MD&A should be read in conjunction with the consolidated financial statements and related notes included in this quarterly report.

OVERVIEW

We are committed to strategies and initiatives that are centered on long-term sales and profit growth, enhancing the guest experience and team member engagement. These strategies are intended to differentiate our brands from the competition, reduce the costs associated with managing our restaurants and establish a strong presence for our brands in key markets around the world.

Key economic indicators such as total employment, consumer confidence and spending levels were somewhat neutral this quarter; however, soft industry sales in the quarter suggests that consumers remain cautious. This economic environment has continued to challenge the industry; however, we believe that our strategies and initiatives will provide a solid foundation for earnings growth going forward and are appropriate for all operating conditions.

Our current initiatives are designed to drive profitable sales growth and improve the guest experience in our restaurants. We are investing in new kitchen equipment, operations software and remodel initiatives as the core pieces of our current strategy. We have now completed the installation of new kitchen equipment in both our company-owned Chili's restaurants and our domestic franchise restaurants. We anticipate that the upgraded equipment will consistently provide a high quality product at a faster pace, enhancing both profitability and guest satisfaction. Based on our robust testing process, we believe the usability and efficiency of the equipment results in significant labor savings over time. Also, the flexibility of our equipment allows for the development of new menu categories that we believe results in increased sales and guest traffic.

All company-owned Chili's restaurants are now operating with an integrated point of sale and back office software system that was designed to enhance the efficiency of our restaurant operations and reporting capabilities. Timely and more detailed reporting in our restaurants will result in improved inventory and labor management while reducing software maintenance costs. Additionally, our management team will have more timely visibility into operating performance and trends which will enhance decision making and improve profitability. We expect to begin the system installation in Maggiano's restaurants by the end of the calendar year.

We have remodeled a significant number of our company-owned Chili's restaurants and plan to continue the initiative at a brisk pace. The remodel design is intended to revitalize Chili's in a way which enhances the relevance of the brand and raises guest expectations regarding the quality of the experience. The design is contemporary while staying true to the Chili's brand heritage. We believe that these updates will positively impact the guest perception of the restaurant in both the dining room and bar areas and provide a long-term positive impact to traffic and sales.

We continually evaluate our menu at Chili's to improve quality, freshness and value by introducing new items and improving existing favorites. Chili's has introduced several pizza choices to the menu this quarter and recently added lighter entree selections like Mango Chile Chicken and Mango Chile Tilapia. The dessert and appetizer sections of the menu have also recently been enhanced with a new freshly baked skillet cookie and soft pretzel bread sticks. Our two for twenty dollars and lunch combo offerings have been refreshed with new menu items including pizzas and Southwestern Mac 'n' Cheese with Grilled Chicken. Our new steak selection introduced last year also continues to have a high guest preference and has been enhanced with steak topper add-ons. An emphasis on new products, training and our reimaged bar also resulted in improved bar sales over last year. We believe these changes as well as our ability to develop new and innovative items will further enhance sales and drive incremental traffic. We are committed to offering a compelling everyday menu that provides items our guests prefer at a solid value.

Improvements at Chili's will have the most significant impact on the business; however, our results will also benefit through additional contributions from Maggiano's and our global business. Maggiano's continues to deliver sales growth and strong margin performance. Maggiano's offers a compelling menu and great value with Classic Pasta and Marco's Meal. Kitchen efficiency and inventory controls continue to enhance profitability and strengthen the business model.

Global expansion allows further diversification which will enable us to build strength in a variety of markets and economic conditions. This expansion will come through franchise relationships, joint venture arrangements and equity investments, taking advantage of demographic and eating trends which we believe will accelerate in the international market over the next decade. Our growing franchise operations both domestically and internationally enable us to improve margins as royalty payments impact the bottom line.

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The casual dining industry is a competitive business which is sensitive to changes in economic conditions, trends in lifestyles and fluctuating costs. Our priority remains increasing profitable growth over time in all operating environments. We have designed both operational and financial strategies to achieve this goal and in our opinion, improve shareholder value. Success with our initiatives to improve sales trends and operational effectiveness will enhance the profitability of our restaurants and strengthen our competitive position. The effective execution of our financial strategies, including repurchasing shares of our common stock, payment of quarterly dividends, disciplined use of capital and efficient management of operating expenses, will further enhance our profitability and return value to our shareholders. We remain confident in the financial health of our company, the long-term prospects of the industry as well as our ability to perform effectively in a competitive marketplace and a variety of economic environments.

REVENUES

Beginning in fiscal 2013, revenues are presented in two separate captions on the consolidated statements of income in an effort to provide more clarity around company-owned restaurant revenue and operating expense trends. Company sales includes revenues generated by the operation of company-owned restaurants and gift card redemptions. Franchise and other revenues includes royalties, development fees and franchise fees, Maggiano's banquet service charge income, and certain gift card activity (breakage and discounts). Prior year revenue amounts have been reclassified to conform to the fiscal 2013 presentation. These reclassifications have no effect on total revenue or net income previously reported.

Revenues for the third quarter of fiscal 2013 increased to $742.8 million, a 0.1% increase from the $742.0 million generated for the same quarter of fiscal 2012. Revenues for the thirty-nine week period ended March 27, 2013 were $2,116.0 million, a 1.1% increase from the $2,092.4 million generated for the same period in fiscal 2012. The increase in revenue for the third quarter was primarily attributable to a $5.2 million reduction in revenues in the prior year resulting from a change in the estimate of gift card breakage. Excluding the gift card breakage adjustment, revenues for the third quarter of fiscal 2013 decreased 0.6 percent primarily due to traffic declines. The increase in revenue for the first nine months was due to increases in menu pricing and favorable mix shifts. Comparable restaurant sales are as follows:

	Thirteen Week Periods Ended March 27, 2013				
	Comparable Sales	Price Increase	Mix Shift	Traffic	Capacity
Company-owned	(0.9)%	1.5%	0.5%	(2.9)%	0.2%
Chili's	(1.1)%	1.5%	0.6%	(3.2)%	0.2%
Maggiano's	0.4%	1.6%	(0.2)%	(1.0)%	0.0%
Franchise (1)	1.3%				
Domestic	(0.3)%				
International	5.1%				
System-wide (2)	(0.2)%				

	Thirteen Week Periods Ended March 28, 2012				
	Comparable Sales	Price Increase	Mix Shift	Traffic	Capacity
Company-owned	4.5%	2.0%	0.8%	1.7%	(0.6)%
Chili's	4.6%	1.9%	0.9%	1.8%	(0.6)%
Maggiano's	3.9%	2.2%	0.2%	1.5%	0.0%
Franchise (1)	3.5%				
Domestic	3.8%				
International	2.6%				
System-wide (2)	4.2%				

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	Thirty-Nine Week Periods Ended March 27, 2013				
	Comparable Sales	Price Increase	Mix Shift	Traffic	Capacity
Company-owned	0.8 %	1.6 %	1.0 %	(1.8)%	0.0 %
Chili's	0.8 %	1.5 %	1.0 %	(1.7)%	0.0 %
Maggiano's	0.6 %	2.3 %	0.3 %	(2.0)%	0.0 %
Franchise (1)	2.4 %				
Domestic	2.1 %				
International	3.2 %				
System-wide (2)	1.4 %				
	Thirty-Nine Week Periods Ended March 28, 2012				
	Comparable Sales	Price Increase	Mix Shift	Traffic	Capacity
Company-owned	2.8 %	1.5 %	(0.4)%	1.7 %	(0.5)%
Chili's	2.7 %	1.4 %	(0.5)%	1.8 %	(0.5)%
Maggiano's	3.4 %	2.0 %	0.0 %	1.4 %	0.0 %
Franchise (1)	2.9 %				
Domestic	2.0 %				
International	5.4 %				
System-wide (2)	2.8 %				

(1) Revenues generated by franchisees are not included in revenues on the consolidated statements of income; however, we generate royalty revenue and advertising fees based on franchise sales, where applicable. We believe including franchise comparable restaurant sales provides investors information regarding brand performance that is relevant to current operations and may impact future restaurant development.

(2) System-wide comparable restaurant sales are derived from sales generated by company-owned Chili's and Maggiano's restaurants in addition to the sales generated at franchisee operated restaurants.

Chili's revenues decreased 0.7% to $632.6 million in the third quarter of fiscal 2013 from $637.0 million in the prior year. The decrease was primarily driven by traffic declines. For the year-to-date period, Chili's revenues increased 1.0% to $1,777.2 million from $1,759.6 million in fiscal 2012. The increase was primarily driven by increased menu pricing and favorable mix shift, partially offset by traffic declines.

Maggiano's revenues increased 0.2% to $92.1 million in the third quarter of fiscal 2013 from $91.9 million in the same quarter of fiscal 2012. For the year-to-date period, Maggiano's revenues increased 0.6% to $280.3 million from $278.7 million in fiscal 2012. The increases were primarily driven by increased menu pricing, partially offset by traffic declines.

Franchise and other revenues increased 38.2% to $18.1 million in the third quarter of fiscal 2013 compared to $13.1 million in the prior year. For the year-to-date period, franchise and other revenues increased 8.1% to $58.5 million compared to $54.1 million in fiscal 2012. The increases were driven primarily by a $5.2 million reduction in revenues in the prior year resulting from a change in the estimate of gift card breakage. Additionally, royalty revenues increased related to the net addition of 13 franchised restaurants since the third quarter of fiscal 2012. Our franchisees generated approximately $424 million and $1,228 million in sales for the third quarter and year-to-date period of fiscal 2013.

COSTS AND EXPENSES

Cost of sales, as a percent of company sales, decreased to 27.4% for the third quarter and 27.6% for the year-to-date period of fiscal 2013 from 28.1% for the respective prior year periods. Cost of sales was favorably impacted in the current year by increased menu pricing and favorable commodity pricing on produce. These changes were partially offset by unfavorable commodity pricing related to beef and pork.

Restaurant labor, as a percent of company sales, decreased to 32.0% for the third quarter from 32.1% in the prior year. Restaurant labor, as a percent of company sales, decreased to 32.5% for the year-to-date period of fiscal 2013 from 32.6% in the prior year. The quarter and year-to-date periods were positively impacted by improved labor productivity related to the installation of new kitchen equipment and lower manager bonuses, partially offset by increased employee health insurance claims and increased overtime incurred to support the installation of the equipment.

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Restaurant expenses, as a percent of company sales, increased to 22.7% for the third quarter of fiscal 2013 from 22.6% as compared to the prior year due to higher workers' compensation insurance expenses. For the year-to-date period, restaurant expenses, as a percent of company sales, decreased to 23.8% in the current year from 24.0% in the prior year. The decrease was primarily driven by lower utilities expenses, repair and maintenance expenses and credit card fees, partially offset by higher workers' compensation insurance expenses.

Depreciation and amortization increased $2.3 million for the third quarter of fiscal 2013 and $5.6 million for the year-to-date period of fiscal 2013 compared to the same periods of the prior year primarily due to investments in existing restaurants and asset replacements, partially offset by an increase in fully depreciated assets.

General and administrative expenses decreased $6.0 million for the third quarter of fiscal 2013 and $1.8 million for the year-to-date period of fiscal 2013 as compared to the same periods in the prior year primarily due to lower performance-based compensation. Higher stock-based and other compensation in the first six months of fiscal 2013 partially offset this decrease.

Other gains and charges in fiscal 2013 include charges of $0.7 million related to the impairment of long-lived assets held for use associated primarily with one underperforming restaurant. Additionally, we incurred $1.7 million in lease termination charges and $1.0 million related to long-lived asset impairments. The charges were primarily related to restaurants closed in prior years. Additionally, we recorded severance charges of $1.3 million related to organizational changes made in the third quarter, partially offset by net year-to-date gains of $2.4 million primarily related to land sales.

Other gains and charges in fiscal 2012 include charges of $1.1 million related to the impairment of long-lived assets held for use associated with underperforming restaurants. Additionally, we incurred $3.2 million in lease termination charges associated with restaurants closed in prior periods and $0.4 million related to long-lived asset impairments resulting from closures. We also recorded $1.3 million in net charges related to legal matters, partially offset by gains of $1.4 million primarily related to land sales.

Interest expense increased to $7.1 million and $21.0 million for the third quarter and year-to-date period of fiscal 2013, respectively, compared to $6.5 million and $20.1 million for the same prior year periods resulting from higher borrowing balances.

INCOME TAXES

The effective income tax rate increased to 28.7% and 30.6% for the third quarter and year-to-date periods of fiscal 2013 compared to 28.2% and 28.8% in the prior year primarily due to increased earnings and the tax benefit resulting from higher net charges related to special items in the prior year, partially offset by a credit related to the prior year.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

Cash Flow from Operating Activities

During the first nine months of fiscal 2013, net cash flow provided by operating activities was $222.6 million compared to $233.8 million in the prior year. The decrease was driven by changes in working capital during the first nine months of fiscal 2013, partially offset by an increase in earnings in the current year.

The working capital deficit decreased to $175.7 million at March 27, 2013 from $206.9 million at June 27, 2012 primarily due to the timing of operational payments, partially offset by increased income taxes payable in the first nine months of fiscal 2013.

Cash Flow from Investing Activities

	Thirty-Nine Week Periods Ended	
	March 27, 2013	March 28, 2012
Net cash used in investing activities (in thousands):		
Payments for property and equipment	$(98,690)	$(85,177)
Proceeds from sale of assets	6,535	4,344
Investment in equity method investee	0	(1,083)

$(92,155)	$(81,916)

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Net cash used in investing activities for the first nine months of fiscal 2013 increased to approximately $92.2 million compared to $81.9 million in the prior year. Capital expenditures increased to $98.7 million for the first nine months of fiscal 2013 compared to $85.2 million for the prior year driven primarily by investments in the ongoing Chili's reimage program, purchases of replacement restaurant furniture and equipment and new equipment related to our kitchen retrofit initiative. We estimate that our capital expenditures during fiscal 2013 will be approximately $130 million to $140 million and will be funded entirely by cash from operations.

Cash Flow from Financing Activities

	Thirty-Nine Week Periods Ended	
	March 27, 2013	March 28, 2012
Net cash used in financing activities (in thousands):		
Purchases of treasury stock	$(191,799)	$(208,347)
Borrowings on revolving credit facility	110,000	0
Payments of dividends	(42,161)	(37,850)
Proceeds from issuances of treasury stock	32,042	27,946
Payments on long-term debt	(19,785)	(12,187)
Excess tax benefits from stock based compensation	7,811	924
Proceeds from issuance of long-term debt	0	70,000
Other	0	(1,620)
	$(103,892)	$(161,134)

Net cash used in financing activities for the first nine months of fiscal 2013 decreased to approximately $103.9 million compared to $161.1 million in the prior year primarily due to borrowing on the credit facility, decreased spending on share repurchases and increased proceeds from issuances of treasury stock related to stock option exercises, partially offset by increased repayments on long-term debt.

In the first nine months of fiscal 2013, $110 million was drawn from the revolver primarily to fund share repurchases, none of which was repaid by the end of the quarter. As of March 27, 2013, we had $100 million of credit available under the revolver.

The term loan and revolving credit facility bear interest of LIBOR plus an applicable margin, which is a function of our credit rating and debt to cash flow ratio, but is subject to a maximum of LIBOR plus 2.50%. Based on our current credit rating, we are paying interest at a rate of LIBOR plus 1.63%. One month LIBOR at March 27, 2013 was approximately 0.20%. As of March 27, 2013, we were in compliance with all financial debt covenants.

As of March 27, 2013, our credit rating by Standard and Poor's ("S&P") was BBB- (investment grade) with a stable outlook. Our corporate family rating by Moody's was Ba1 (non-investment grade) and our senior unsecured rating was Ba2 (non-investment grade) with a stable outlook. Our goal is to retain our investment grade rating from S&P and ultimately regain our investment grade rating from Moody's.

We repurchased approximately 1.8 million shares of our common stock for $60.4 million during the third quarter of fiscal 2013 and a total of 5.8 million shares for approximately $191.8 million year-to-date. Subsequent to the end of the quarter, we repurchased approximately 420,000 shares for $16 million.

We paid dividends of $42.2 million to common stock shareholders in the first nine months of fiscal 2013 compared to $37.9 million in dividends paid in same period of fiscal 2012. Our Board of Directors approved a 25 percent increase in the quarterly dividend from $0.16 to $0.20 per share effective with the dividend declared in August 2012. Additionally, we declared a quarterly dividend of $14.2 million in February 2013, payable on March 28, 2013. We will continue to target a 40 percent dividend payout ratio to provide additional return to shareholders through dividend payments.

In August 2012, our Board of Directors authorized a $500.0 million increase to our existing share repurchase program. As of March 27, 2013, approximately $474.1 million was available under our share repurchase authorizations. Our stock repurchase plan has been and will be used to return capital to shareholders and to minimize the dilutive impact of stock options and other share-based awards. Repurchased common stock is reflected as a reduction of shareholders' equity.

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During the first nine months of fiscal 2013, approximately 1.5 million stock options were exercised resulting in cash proceeds of $32.0 million. We received an excess tax benefit from stock-based compensation of $7.8 million during the first three quarters primarily as a result of the normally scheduled distribution of restricted stock grants and increased stock option exercises.

Subsequent to the end of the quarter, we sold our 16.6% ownership interest in Romano's Macaroni Grill for approximately $8.3 million in cash proceeds. We sold Romano's Macaroni Grill to Mac Acquisition LLC, an affiliate of Golden Gate Capital, in fiscal 2009 and retained a minority ownership interest. This amount will be recorded as a gain in the other gains and charges caption of our consolidated statement of income in the fourth quarter.

We have evaluated ways to monetize the value of our owned real estate and determined that the alternatives considered are more costly than other financing options currently available due to a combination of the income tax impact and higher effective borrowing rates.

Cash Flow Outlook

We believe that our various sources of capital, including future cash flow from operating activities and availability under our existing credit facility are adequate to finance operations as well as the repayment of current debt obligations. We are not aware of any other event or trend that would potentially affect our liquidity. In the event such a trend develops, we believe that there are sufficient funds available under our credit facility and from our internal cash generating capabilities to adequately manage our ongoing business.

RECENT ACCOUNTING PRONOUNCEMENTS

In July 2012, the Financial Accounting Standards Board (“FASB”) updated its guidance on testing indefinite-lived intangible assets for impairment to allow companies the option to first assess qualitative factors to determine whether it is necessary to perform the quantitative impairment test. Companies electing to perform a qualitative assessment are no longer required to calculate the fair value of an indefinite-lived intangible asset unless the company determines, based on a qualitative assessment, that it is “more likely than not” that the asset is impaired. The updated guidance is effective for annual and interim impairment tests performed in fiscal years beginning after September 15, 2012, which requires that we adopt these provisions beginning in the first quarter of fiscal 2014; however, early adoption is permitted. We do not expect the adoption of this updated guidance to have a significant impact on our consolidated financial statements.

In September 2011, the FASB updated its guidance on the annual testing of goodwill for impairment to allow companies to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test required under current accounting standards. The updated guidance was applicable to us beginning in fiscal 2013 and did not have a material impact on our consolidated financial statements.

In June 2011 and as updated in December 2011, the FASB updated its guidance regarding comprehensive income to require companies to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The updated guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in equity. The updated guidance was applicable to us beginning in fiscal 2013 and did not have a material impact on our consolidated financial statements.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our quantitative and qualitative market risks since the prior reporting period.

Item 4. CONTROLS AND PROCEDURES

Based on their evaluation of our disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934 [the “Exchange Act”]), as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective.

There were no changes in our internal control over financial reporting during our third quarter ended March 27, 2013, that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

FORWARD-LOOKING STATEMENTS

We wish to caution you that our business and operations are subject to a number of risks and uncertainties. We have identified certain factors in Part I, Item IA “Risk Factors” in our Annual Report on Form 10-K for the year ended June 27, 2012 and below in Part II, Item 1A “Risk Factors” in this report on Form 10-Q, that could cause actual results to differ materially from

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our historical results and from those projected in forward-looking statements contained in this report, in our other filings with the SEC, in our news releases, written or electronic communications, and verbal statements by our representatives. We further caution that it is not possible to see all such factors, and you should not consider the identified factors as a complete list of all risks and uncertainties.

You should be aware that forward-looking statements involve risks and uncertainties. These risks and uncertainties may cause our or our industry's actual results, performance or achievements to be materially different from any future results, performances or achievements contained in or implied by these forward-looking statements. Forward-looking statements are generally accompanied by words like "believes," "anticipates," "estimates," "predicts," "expects," and other similar expressions that convey uncertainty about future events or outcomes.

The risks related to our business include:

- The effect of competition on our operations and financial results.
- The impact of the global economic crisis on our business and financial results in fiscal 2013 and the material affect of a prolonged economic recovery on our future results.
- The impact of the current weak economic recovery on our landlords or other tenants in retail centers in which we or our franchisees are located, which in turn could negatively affect our financial results.
- The risk inflation may increase our operating expenses.
- The effect of potential changes in governmental regulation on our ability to maintain our existing and future operations and to open new restaurants.
- Increases in energy costs and the impact on our profitability.
- Increased costs or reduced revenues from shortages or interruptions in the availability and delivery of food and other supplies.
- Our ability to consummate successful mergers, acquisitions, divestitures and other strategic transactions that are important to our future growth and profitability.
- The inability to meet our business strategy plan and the impact on our profitability in the future.
- The success of our franchisees to our future growth.
- The general decrease in sales volumes during winter months.
- Unfavorable publicity relating to one or more of our restaurants in a particular brand that may taint public perception of the brand.
- Litigation could have a material adverse impact on our business and our financial performance.
- Dependence on information technology and any material failure of that technology or our ability to execute a comprehensive business continuity plan.
- Outsourcing of certain business processes to third-party vendors that subject us to risk, including disruptions in business and increased costs.
- Continuing disruptions in the global financial markets on the availability and cost of credit and consumer spending patterns.
- Declines in the market price of our common stock or changes in other circumstances that may indicate an impairment of goodwill possibly adversely affecting our financial position and results of operations.
- Changes to estimates related to our property and equipment, or operating results that are lower than our current estimates at certain restaurant locations, possibly causing us to incur impairment charges on certain long-lived assets.
- Failure to protect the integrity and security of individually identifiable data of our guests and teammates possibly exposing us to litigation and damage our reputation.
- Identification of material weakness in internal control may adversely affect our financial results.
- Other risk factors may adversely affect our financial performance, including, pricing, consumer spending and consumer confidence, changes in economic conditions and financial and credit markets, credit availability, increased costs of food commodities, increased fuel costs and availability for our team members, customers and suppliers, increased healthcare costs, health epidemics or pandemics or the prospects of these

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events, consumer perceptions of food safety, changes in consumer tastes and behaviors, governmental monetary policies, changes in demographic trends, availability of employees, terrorist acts, energy shortages and rolling blackouts, and weather and other acts of God.

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PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Information regarding legal proceedings is incorporated by reference from Note 8 to our consolidated financial statements set forth in Part I of this report.

Item 1A. RISK FACTORS

There has been no material change in the risk factors set forth in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended June 27, 2012.

The above risks and other risks described in this report and our other filings with the SEC could have a material impact on our business, financial condition or results of operations. It is not possible to predict or identify all risk factors. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our operations. Therefore, the risks identified are not intended to be a complete discussion of all potential risks or uncertainties.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Shares repurchased during the third quarter of fiscal 2013 are as follows (in thousands, except share and per share amounts):

	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value that May Yet be Purchased Under the Program
December 27, 2012 through January 30, 2013	1,236,532	$32.90	1,235,000	$493,718
January 31, 2013 through February 27, 2013	108,896	$33.80	107,300	$490,087
February 28, 2013 through March 27, 2013	446,915	$35.71	446,252	$474,140
	1,792,343	$33.65	1,788,552	

(a) These amounts include shares purchased as part of our publicly announced programs and shares owned and tendered by team members to satisfy tax withholding obligations on the vesting of restricted share awards, which are not deducted from shares available to be purchased under publicly announced programs. Unless otherwise indicated, shares owned and tendered by team members to satisfy tax withholding obligations were purchased at the average of the high and low prices of the Company's shares on the date of vesting. During the third quarter of fiscal 2013, 3,791 shares were tendered by team members at an average price of $32.62.

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Item 6. EXHIBITS

31(a)	Certification by Wyman T. Roberts, Chief Executive Officer and President and President of Chili's Grill and Bar of the Registrant, pursuant to 17 CFR 240.13a – 14(a) or 17 CFR 240.15d – 14(a).
31(b)	Certification by Guy J. Constant, Executive Vice President, Chief Financial Officer and President of Global Business Development of the Registrant, pursuant to 17 CFR 240.13a – 14(a) or 17 CFR 240.15d – 14(a).
32(a)	Certification by Wyman T. Roberts, Chief Executive Officer and President and President of Chili's Grill and Bar of the Registrant, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32(b)	Certification by Guy J. Constant, Executive Vice President, Chief Financial Officer and President of Global Business Development of the Registrant, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, we have duly caused this report to be signed on our behalf by the undersigned thereunto duly authorized.

	BRINKER INTERNATIONAL, INC.	
Date: May 3, 2013	By:	/s/ Wyman T. Roberts Wyman T. Roberts, Chief Executive Officer and President and President of Chili's Grill and Bar (Principal Executive Officer)
Date: May 3, 2013	By:	/s/ Guy J. Constant Guy J. Constant, Executive Vice President, Chief Financial Officer and President of Global Business Development (Principal Financial Officer)