

BALSON ANDREW

Form 4

November 18, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BALSON ANDREW

2. Issuer Name **and** Ticker or Trading  
Symbol  
DUNKIN' BRANDS GROUP, INC.  
[DNKN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2011

☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

C/O BAIN CAPITAL INVESTORS,  
LLC, JOHN HANCOCK TOWER  
200 CLARENDON STREET

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

BOSTON, MA 02116

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock, \$0.001 par value	11/16/2011		<u>J</u> <sup>(4)</sup>		890,688 <sup>(4)</sup>	D \$ <u>0</u> <sup>(4)</sup>	29,091,875	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock, \$0.001 par value	11/16/2011		<u>J</u> <sup>(4)</sup>		50,442 <sup>(4)</sup>	A \$ <u>0</u> <sup>(4)</sup>	50,442	D	
Common Stock,	11/16/2011		<u>G</u> <sup>(4)</sup>		50,442 <sup>(4)</sup>	D \$ <u>0</u> <sup>(4)</sup>	0	D	

\$0.001 par  
value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BALSON ANDREW  
C/O BAIN CAPITAL INVESTORS, LLC  
JOHN HANCOCK TOWER 200 CLARENDON STREET  
BOSTON, MA 02116

X X

## Signatures

By: /s/ Andrew  
Balson

11/18/2011

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Andrew Balson is a Managing Director of Bain Capital Investors, LLC ("BCI"), which is the administrative member of Bain Capital Integral Investors 2006, LLC ("BC Integral"). As a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC Integral. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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- BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, Mr. Balson may be deemed to share voting and
- (2) dispositive power with respect to the shares of Common Stock held by BCIP TCV. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- BCI is the managing general partner BCIP Associates-G ("BCIP G", and together with BCI, BC Integral and BCIP TCV the "Bain
- (3) Entities"). As a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- On November 16, 2010, BC Integral distributed 890,688 shares of Common Stock to certain of its members in connection with charitable
- (4) gifts made by certain members or partners of such members or their direct or indirect owners on November 16, 2011, including 50,442 shares of Common Stock distributed to Mr. Balson, all of which were gifted by Mr. Balson to charity on November 16, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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