

NUNNELLY MARK E

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
NUNNELLY MARK E

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 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		J(4)		890,688 (4)	D	\$ 0 (4)
					29,091,875	I	

See
footnotes
(1) (2) (3) (4)

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

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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

NUNNELLY MARK E
C/O BAIN CAPITAL INVESTORS, LLC
JOHN HANCOCK TOWER, 200 CLARENDON STREET
BOSTON, MA 02116

X X

Signatures

By:/s/ Mark
Nunnelly 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) Mark Nunnelly 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. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC Integral. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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

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

(4) On November 16, 2010, BC Integral distributed 890,688 shares of Common Stock to certain of its members in connection with charitable gifts made by certain members or partners of such members or their direct or indirect owners on November 16, 2011. Immediately following such distribution, BC Integral held 28,719,174 shares of common stock.

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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