

BRINKER INTERNATIONAL INC

Form DEF 14A

September 27, 2017

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**Brinker International, Inc.**

**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- (1) Title of each class of securities to which the transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which the transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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- (3) Filing Party:

(4) Date Filed:

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**BRINKER**  
**INTERNATIONAL<sup>®</sup>**

**2017    Notice of Annual Meeting and Proxy Statement**

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**BRINKER**  
**INTERNATIONAL®**  
**6820 LBJ Freeway**  
**Dallas, Texas 75240**  
**(972) 980-9917**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held November 16, 2017**

September 27, 2017

Dear Shareholder:

We invite you to attend the annual meeting of shareholders of Brinker International, Inc. to be held at 9:00 a.m. (CST), on Thursday, November 16, 2017, at the Brinker International, Inc. ( Company ) principal executive office campus, in the building located at 6700 LBJ Freeway, Dallas, Texas 75240. At the meeting, we will: (1) elect nine (9) directors for one-year terms; (2) vote on the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal 2018 year; (3) cast an advisory vote on executive compensation; (4) cast an advisory vote on the frequency of future advisory votes on executive compensation; and (5) conduct any other business properly brought before the meeting.

Your Board of Directors has chosen September 18, 2017 as the date used to determine the shareholders who will be able to attend and vote at the annual meeting. If you owned shares in Brinker, at the end of business on that day, you are invited to attend the annual meeting. Seating at the meeting will be limited to Brinker's shareholders, proxy holders and Brinker's invited guests. If you own your shares in your own name, please bring photo identification to the meeting. If you hold your shares through a bank, broker or other third party, please bring photo identification and a current statement from that party showing your ownership. Please note that cameras, recording equipment and other electronic devices will not be permitted at the meeting.

**Your vote is important.** Whether or not you plan to be present at the meeting, please take time to vote. If you decide not to attend the annual meeting, you may vote on these proposals by proxy. To do so, please cast your vote, as instructed in the Notice of Internet Availability of Proxy Materials you received, over the Internet or by telephone after your review of the proxy materials at [www.proxyvote.com](http://www.proxyvote.com) (by using your 12-digit control number on the Notice of Internet Availability of Proxy Materials to access the website) or, upon your request, after receipt of hard copies of proxy materials. We ask that you cast your vote as promptly as possible. You may also request a paper copy of the proxy card to submit your vote if you prefer. **We do encourage you to vote by Internet.** It is convenient and saves postage and processing costs. If you have voted by Internet, by mail or by telephone and later decide to attend the annual meeting, you may come to the meeting and vote in person.

We look forward to seeing you at the meeting.

**Very truly yours,**

**Wyman T. Roberts**

President and Chief Executive Officer

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PROXY SUMMARY

This summary highlights selected information that is provided in more detail throughout the Proxy Statement. This summary does not contain all of the information you should consider before voting, and you should read the entire Proxy Statement before casting your vote.

ANNUAL MEETING INFORMATION

Thursday, November 16, 2017 9:00 AM CST  
Brinker International Inc.

Principal Executive Office

6700 LBJ Freeway

Dallas, Texas 75240

SHAREHOLDERS ACTION

	Board Voting Recommendation	Votes Required	Page Reference
<b>Proposals:</b>			
Election of Directors	FOR each nominee	Majority	<b>5-9</b>
Ratification of Independent Registered Public Accounting Firm	FOR	Majority	<b>10</b>
Advisory Vote on Executive Compensation	FOR	Majority	<b>11</b>
Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation	1 YEAR	Majority	<b>12</b>

VOTING YOUR SHARES

**Your vote is important. Whether you plan to attend the annual meeting or not, we encourage you to follow the instructions on the Notice of Internet Availability of Proxy Materials. You may vote:**

**By Internet**

Visit [www.proxyvote.com](http://www.proxyvote.com), and enter your 12-digit control number needed to access the site (you may find this number on your Notice of Internet Availability of Proxy Materials)

**By Mail**

Request, complete and mail a paper proxy card, as outlined in the Notice of Internet Availability of Proxy Materials



**By Phone**

Call phone number located on proxy card

**In Person**

Attend annual meeting and vote by ballot

**If you submit your proxy by telephone or Internet, you do not need to return your proxy card by mail.**

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ANNUAL MEETING ADMISSION

<b>Voting:</b>	Only shareholders as of the Record Date (September 18, 2017) are entitled to vote.
<b>Attending the Annual Meeting in Person:</b>	If you are a registered shareholder (the shares are held in your name), you must present valid identification to vote at the annual meeting. If you are beneficial shareholder (your shares are held in the name of a bank or brokerage firm), you will also need to obtain a legal proxy from the registered shareholder to vote at the annual meeting.

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## INFORMATION ABOUT THE BOARD OF DIRECTORS

## Committees of the Board of Directors

The Board of Directors has the following standing committees and current committee composition:

	Audit	Compensation	Governance & Nominating
Board Members	Committee	Committee	Committee
Joseph M. DePinto*			
Elaine L. Boltz	M		M
Harriet Edelman	M		C
Michael A. George	M	M	
William T. Giles	C	M	
Gerardo I. Lopez	M		M
George R. Mrkonjic		C	M
Jose Luis Prado		M	
Wyman T. Roberts**			
Meetings During Fiscal 2017	12	6	4
C Committee Chair			

M Member

\* Chairman of the Board

\*\* As the only non-independent member of the Board, Mr. Roberts does not serve on any Board committees.

## Board Skills and Core Competencies

Our Board is comprised of directors who have a variety of skills and core competencies as noted in the chart below:



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Our Board is also diverse in age, tenure and gender, as reflected on the following illustrations:

**Age**

**Gender**

**Tenure**

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**PROPOSAL 1**

**ELECTION OF DIRECTORS**

Your proxy will be used to vote **FOR** the election of all of the nominees named below unless you abstain from voting or vote against the nominees when you send in your proxy. If any nominee becomes unavailable for election as a result of an unexpected occurrence, we will use your shares to vote for a substitute nominee that the Board of Directors proposes unless you have abstained from voting or voted against the nominees. Each person nominated for election has agreed to serve if elected, and we have no reason to believe that any nominee will be unavailable to serve. All nominees are currently serving as directors of the Company and all were elected by the shareholders at the 2016 annual meeting of shareholders.

**Information About Nominees**

We are furnishing below certain biographical information about each of the nine nominees for director. Also included is a description of the experience, qualifications, attributes and skills of each nominee:

**Elaine L. Boltz**

Ms. Boltz is the former Senior Vice President, E-Commerce for The TJX Companies, Inc., having served in that role from March 2011 to November 2016. Before joining TJX, Ms. Boltz was Senior Vice President of Strategy, E-Commerce and Marketing for Chico's FAS, Inc., and a member of the company's Executive Committee from January 2008 to December 2009. Prior to this role, she served as Executive Vice President, Chief Strategy and Marketing Officer for Ann Inc. From 1996 to 2004, she was with the Boston Consulting Group, where she was a Principal within the retail consulting practice. Ms. Boltz currently serves as a Board Member for Shop.org and on the Board and Executive Committee of the Massachusetts Innovation & Technology Exchange.

**Director since 2015**

**Specific Qualifications, Attributes, Skills and Experience:**

**Age:** 48

**Board Committees:**

Ms. Boltz brings an extensive career as an executive leader working in multi-site retail and consumer service environments. She has significant experience in strategy, marketing, e-commerce and digital business in the retail industry.

Audit and Governance & Nominating

**Other Public Company Boards:**

None

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**Table of Contents****Joseph M. DePinto**

Mr. DePinto is Chairman of the Board of Directors of the Company, serving in this position since November 2013, and is President and Chief Executive Officer of 7-Eleven, Inc., serving in this position since December 2005. Previously, Mr. DePinto served as President of GameStop Corporation from March 2005 to December 2005. Prior to GameStop, he was employed by 7-Eleven, Inc. from 2002 to 2005 in various roles, most recently Vice President, Operations from 2003 to 2005. Mr. DePinto currently serves on the Board of Directors of 7-Eleven, Inc. and 7 & i Holdings Co., and previously served on the Board of OfficeMax, Inc. He also serves on the Boards of the Business Executives for National Security, the National Association of Convenience Stores, the UT Southwestern Medical Foundation and the Johnny Mac Soldiers Fund.

**Director since 2010****Specific Qualifications, Attributes, Skills and Experience:****Age:** 54**Board Committees:**

None

**Other Public Company Boards:**

7 &amp; i Holdings Co.

Mr. DePinto brings his skills and knowledge as chief executive of a large multi-unit retail company operating in domestic and international markets, as well as his experience serving on the boards of other large or public companies. He provides a significant, broad-based understanding of leading a large and/or public company, as well as a unique understanding of all aspects of retailing, including operations, marketing, finance and strategic planning.

**Harriet Edelman**

Ms. Edelman is Vice-Chairman of Emigrant Bank since November 2010. Previously, Ms. Edelman served as Advisor to the Chairman of Emigrant Bank from June 2008 through October 2010. Prior to Emigrant Bank, Ms. Edelman served as a member of the Executive Committee of Avon Products, Inc., as Senior Vice President and Chief Information Officer of Avon Products, Inc. from January 2000 through March 2008, as Senior Vice President, Global Supply Chain from May 1996 to January 2000, and also served in executive roles in Sales and Marketing. Ms. Edelman serves as a management member of the Board of Emigrant Bank, and also sits on the Board of Directors for Assurant, Inc. Ms. Edelman served on the Board of UCB Pharma from 2012 until 2017. She also serves on the



Board of Trustees of Bucknell University.

**Director since 2008**

**Specific Qualifications, Attributes, Skills and Experience:**

**Age:** 61

Ms. Edelman brings more than sixteen years of experience serving on large public company boards; working as a senior officer in a worldwide retail company in areas of marketing, sales, information technology, e-commerce, supply chain management and global business; and leading a financial services enterprise. Ms. Edelman has served on Nominating and Governance, Compensation, Audit and Executive Committees of the organizations she s served.

**Board Committees:**

Audit and Governance &

Nominating

**Other Public Company**

**Boards:**

Assurant, Inc.

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**Michael A. George**

Mr. George is the President and Chief Executive Officer for QVC, Inc. since November 2005. Previously, Mr. George served in various executive roles at Dell, Inc., including Chief Marketing Officer and Vice President and General Manager of U.S. Consumer Business from March 2001 to November 2005. Mr. George also held various roles at McKinsey & Co., Inc. from August 1985 to March 2001. Mr. George currently sits on the Board of Directors for Liberty Interactive Corporation, the Kimmel Center, Alex's Lemonade Stand Foundation and the Pennsylvania Business Council. Mr. George is also Chair of the Corporate Advisory Council for the National Constitution Center.

**Director since 2013**

**Specific Qualifications, Attributes, Skills and Experience:**

**Age:** 56

Mr. George brings his skills and knowledge as chief marketing officer of a large consumer products company and chief executive of a large digital consumer products company. He provides an extensive background into brand strategy, marketing, and retail with unique insights into brand engagement with consumers. He also has public company board experience.

**Board Committees:**

Audit and Compensation

**Other Public Company Boards:**

Liberty Interactive Corporation

**William T. Giles**

Mr. Giles is the Chief Financial Officer and Executive Vice President, Finance and Information Technology for AutoZone since October 2012. Prior to that, he served as Chief Financial Officer and Executive Vice President, Finance, Information Technology and Store Development from January 2007 to October 2012, Chief Financial Officer and Treasurer from June 2006 to December 2006, and Executive Vice President and Chief Financial Officer beginning in May 2006. Mr. Giles was previously employed with Linens Holding Co. (formerly Linens N Things) for 15 years, where he served as Chief Financial Officer from October 1997 to April 2006, Executive Vice President from May 2003 to April 2006, and served as its Principal Accounting Officer until April 2006. Mr. Giles is a member of the American Institute of Certified Public Accountants and the New York State Society of CPAs. Mr. Giles currently sits on the Board of Directors for Youth Villages, The AutoZone Liberty Bowl and Lausanne Collegiate School.

**Director since 2013**

**Specific Qualifications, Attributes, Skills and Experience:**

**Age:** 58

Mr. Giles brings more than thirty years of financial proficiency and business leadership in the retail products industry and skills as chief financial officer of a public company. He provides unique insights into the strategic, governance and financial issues facing public companies in the retail industry.

**Board Committees:**

Audit and Compensation

**Other Public Company**

**Boards:**

None

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**Gerardo I. Lopez**

Mr. Lopez is the President and Chief Executive Officer of Extended Stay America, Inc. and its paired-share REIT, ESH Hospitality, Inc. since August 2015. Mr. Lopez previously served as President, Chief Executive Officer and Director of AMC Entertainment, Inc. from March 2009 to August 2015, the Executive Vice President of Starbucks Coffee Company and President of Global Consumer Products, Seattle's Best Coffee and Foodservice divisions from September 2004 to March 2009, and President of Handleman Company from November 2001 to September 2004. Mr. Lopez also held a variety of executive management positions with International Home Foods, Frito Lay, Pepsi-Cola and the Procter & Gamble Company. Mr. Lopez currently sits on the Board of Directors of Extended Stay America, Inc. and CBRE, Inc., and previously served on the Boards of AMC Entertainment Holdings, Inc., Digital Cinema Implementation Partners, National Cinemedia, LLC., Open Road Films and Recreational Equipment, Inc.

**Director since 2013**

**Specific Qualifications, Attributes, Skills and Experience:**

**Age:** 58

Mr. Lopez brings his skills, knowledge and business leadership as a senior executive at hospitality, entertainment and consumer products companies, as well as his public company board experience. His extensive experience in the U.S. and abroad provides valuable insight into consumer needs and marketplace trends and strategies currently influencing the retail and restaurant industries.

**Board Committees:**

Audit and Governance & Nominating

**Other Public Company Boards:**

Extended Stay America, Inc. and  
CBRE, Inc.

**George R. Mrkonic**

Mr. Mrkonic is the Non-Executive Chairman of MARU Group, a cloud-based customer insight market research firm based in London and Toronto, since January 2016. Previously he served as the Non-Executive Chairman of Paperchase Products Limited, London, UK from 2005 to 2017, and President of Borders Group, Inc. from December 1994 until January 1997, and Vice Chairman from December 1994 until January 2002. Mr. Mrkonic currently serves as a Director for AutoZone, Inc. and Ulta Salon, Cosmetics & Fragrance, Inc.

**Director since** 2003

**Specific Qualifications, Attributes, Skills and Experience:**

**Age:** 65

Mr. Mrkonic brings his thirty-plus years of experience in the retail industry, as well as his knowledge and skills as a senior executive and director of large public companies. He provides a broad understanding of the complex strategic, governance and financial issues facing large multinational public companies in the current economic environment.

**Board Committees:** Compensation and Governance & Nominating

**Other Public Company**

**Boards:**

AutoZone, Inc. and Ulta Salon, Cosmetics & Fragrance, Inc.

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**Jose Luis Prado**

Mr. Prado is the Chairman and Chief Executive Officer of Evans Food Group, Ltd. since April 2016. Mr. Prado previously served as President of Quaker Oats North America, a division of PepsiCo, Inc., from January 2011 to September 2014, and as President and Chief Executive Officer of Grupo Gamesa-Quaker, PepsiCo International, Monterrey, Mexico, from August 2002 to December 2010. Mr. Prado currently serves as a Director for Northern Trust Corporation, Chicago Council on Global Affairs, Lyric Opera, National Museum of Mexican Art and Chicago Symphony Orchestra.

**Director since 2015**

**Specific Qualifications, Attributes, Skills and Experience:**

**Age:** 62

Mr. Prado brings over thirty years of leadership experience in the global food and beverage industry. He also provides strategic planning, risk oversight, substantial international experience and public company board experience.

**Board Committees:** Compensation

**Other Public Company Boards:**

Northern Trust Corporation

**Wyman T. Roberts**

Mr. Roberts is President and Chief Executive Officer of the Company, having been appointed to this position in January 2013. Mr. Roberts previously served as President of Chili's Grill & Bar from November 2009 to June 2016, as Senior Vice President, Maggiano's Little Italy President and Chief Marketing Officer since March 2009, and Senior Vice President and Maggiano's Little Italy President since August 2005. Mr. Roberts previously served as Executive Vice President and Chief Marketing Officer for NBC's Universal Parks & Resorts from December 2000 until August 2005. Mr. Roberts was previously employed by Darden Restaurants, Inc. for 16 years where he most recently served as Executive Vice President, Marketing. Mr. Roberts currently sits on the Board of Directors of SP Plus Corporation.

**Director since 2013**

**Specific Qualifications, Attributes, Skills and Experience:**

**Age:** 58

**Board Committees:**

None

**Other Public Company Boards:**

SP Plus Corporation

Mr. Roberts brings over thirty years of hands-on experience in the casual dining and entertainment industries, serving in various senior leadership roles in both industries, as well as public company board experience. He provides knowledge and understanding of the restaurant industry, and the leadership ability to continue executing on the Company's strategic vision.

**YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* EACH OF THE NOMINEES FOR DIRECTOR.**

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**PROPOSAL 2**

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM