

DUNKIN' BRANDS GROUP, INC.
Form DEFA14A
April 18, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

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 Pursuant to §240.14a-12

DUNKIN' BRANDS GROUP, 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 transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of 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):

- 4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

.. 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.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

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4) Date Filed:

Dunkin' Brands Group, Inc.

Proxy Statement Relating to 2014 Annual Meeting of Shareholders

SUPPLEMENTAL INFORMATION

The column entitled "Non-Equity Incentive Plan Compensation" included in the Summary Compensation Table on page 27 of the Dunkin' Brands Group, Inc. definitive proxy statement for its 2014 Annual Meeting of Shareholders (the "Proxy Statement") contained a clerical error in the reported numbers for 2013 for each of our named executive officers. The correct amount of non-equity incentive plan compensation earned with respect to 2013 for each of Messrs. Travis, Carbone, Costello, Twohig and Emmett is \$950,000, \$253,300, \$323,717, \$352,700 and \$258,646, respectively, as compared to, \$867,885, \$224,100, \$296,932, \$301,950 and \$220,832, respectively, as presented in the Proxy Statement. The corrected amounts, together with an updated "Total" column for 2013 including the corrected amounts, are included in the table below. The information contained in the discussion of payouts under the Annual Plan to our named executive officers in the Compensation Discussion & Analysis portion of the Proxy Statement is correct as presented in the Proxy Statement, including the disclosure of the actual award payout as a percentage of each named executive officer's base salary and the percentage of such officer's target award represented by his award payout.

Name and principal position	Year	Non-equity incentive plan compensation (\$)(3)	Total (\$)
Nigel Travis Chairman and Chief Executive Officer	2013	\$950,000	\$4,288,758
Paul Carbone Chief Financial Officer	2013	\$253,300	\$1,098,949
John Costello President, Global Marketing and Innovation	2013	\$323,717	\$1,627,613
Paul Twohig President, Dunkin' Donuts U.S. and Canada, and Dunkin' Donuts and Baskin-Robbins, Europe and Latin America	2013	\$352,700	\$1,633,835
Richard Emmett Senior Vice President, Chief Legal and Human Resources Officer	2013	\$258,646	\$1,279,965

Amounts shown in this column represent the named executive officer's bonus payouts pursuant to the Annual Plan. These payout amounts were based on the attainment of certain pre-established Company performance targets and (3) personal goals. Please refer to the sections titled "Compensation Discussion and Analysis—Elements of named executive officer compensation—Short term incentive plan" and "Compensation Discussion and Analysis—Fiscal 2013 compensation—Short-term incentive awards" above.

The information set forth herein supplements the Company's Definitive Proxy Statement dated March 26, 2014 and is being furnished to holders of the Company's common stock in connection with the solicitation of proxies on behalf of the Board of Directors of the Company for use at the Annual Meeting of Shareholders to be held on May 6, 2014, or any adjournment or postponement thereof.