

Bravo Brio Restaurant Group, Inc.
Form SC TO-C
November 12, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Bravo Brio Restaurant Group, Inc.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Shares, no par value per share
(Title of Class of Securities)

10567B109
(CUSIP Number of Class of Securities)

James J. O'Connor
Chief Financial Officer, Secretary and Treasurer
Bravo Brio Restaurant Group, Inc.
777 Goodale Boulevard, Suite 100
Columbus, Ohio 43212
(614) 326-7944
(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing person)

Copy to:
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CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee*
N/A	N/A

* Pursuant to General Instruction D to Schedule TO, no filing fee is required for pre-commencement communications.

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

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Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

Check the box if filing related solely to preliminary communications made before the commencement of a tender offer.

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Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d)(Cross-Border Third Party Tender Offer)
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In a press release dated November 12, 2014, Bravo Brio Restaurant Group, Inc., an Ohio corporation (the "Company"), announced that it is commencing a modified "Dutch auction" tender offer to repurchase its common shares for an aggregate purchase price of up to \$50.0 million. The full text of the press release is furnished herewith as Exhibit 99.1 to this Schedule TO.

This statement is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any common shares of the Company. The offer will be made solely by an Offer to Purchase and the related Letter of Transmittal, as they may be amended or supplemented. Shareholders and investors are urged to read the Company's tender offer statement on Schedule TO to be filed with the Securities and Exchange Commission (the "SEC") in connection with the tender offer, which will include as exhibits the Offer to Purchase, the related Letter of Transmittal and other offer materials, as well as any amendments or supplements to the Schedule TO when they become available, because they will contain important information. Each of these documents will be filed with the SEC, and, when available, investors may obtain them for free from the SEC at its website (www.sec.gov), under the "SEC Filings" tab at <http://investors.bbrg.com> or from D.F. King & Co., Inc., the Company's information agent in connection with the tender offer, by telephone at 800-499-8410, or by e-mail at BBRG@dfking.com.

Item 12. Exhibits.

Exhibit No.	Description
99.1	Bravo Brio Restaurant Group, Inc. Announces the Commencement of a \$50 Million Modified "Dutch Auction" Tender Offer for its Common Shares