

Murphy Scott
Form 3
May 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Murphy Scott

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/14/2013

3. Issuer Name **and** Ticker or Trading Symbol

DUNKIN' BRANDS GROUP, INC. [DNKN]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ X ___ Officer ___ Other

(give title below) (specify below)

SVP, Chief Supply Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X ___ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

C/O DUNKIN' BRANDS
GROUP, INC., Â 130 ROYALL
STREET

(Street)

CANTON, Â MA Â 02021

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

4,862

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to Purchase Common Stock	Â <u>(1)</u>	02/23/2020	Common Stock	3,941	\$ 3.02	D	Â
Option to Purchase Common Stock	Â <u>(2)</u>	02/23/2020	Common Stock	9,195	\$ 3.02	D	Â
Option to Purchase Common Stock	Â <u>(3)</u>	07/26/2020	Common Stock	1,971	\$ 5.03	D	Â
Option to Purchase Common Stock	Â <u>(4)</u>	07/26/2020	Common Stock	4,600	\$ 5.03	D	Â
Option to Purchase Common Stock	Â <u>(5)</u>	02/14/2022	Common Stock	11,250	\$ 28.57	D	Â
Option to Purchase Common Stock	Â <u>(6)</u>	02/12/2023	Common Stock	25,000	\$ 37.26	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Scott C/O DUNKIN' BRANDS GROUP, INC. 130 ROYALL STREET CANTON, MA 02021	Â	Â	Â SVP, Chief Supply Officer	Â

Signatures

/s/ Ryan Schaffer, as attorney-in-fact for Scott
Murphy 05/23/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The option vests based upon time criteria (five equal installments that began on 02/23/2011).

The option vests based upon time (five equal annual installments that began on 02/23/2011) and performance (investment returns to investment funds affiliated with Bain Capital Partners, LLC, The Carlyle Group and Thomas H. Lee Partners, L.P. (collectively the "Sponsors")) criteria.

(3) The option vests based upon time criteria (five equal installments that began on 07/26/2011).

The option vests based upon time (five equal annual installments that began on 07/26/2011) and performance (investment returns to investment funds affiliated with Bain Capital Partners, LLC, The Carlyle Group and Thomas H. Lee Partners, L.P. (collectively the "Sponsors")) criteria.

(5) The option vests based upon time criteria (four equal installments that began on 02/14/2013).

(6) The option vests based upon time criteria (four equal annual installments that begin on 02/12/2014).

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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