

Raskopf Karen
Form 4
February 21, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Raskopf Karen

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)
02/16/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Communication Officer

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

CANTON, MA 02021

(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 (A) 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) |
| Common Stock | 02/16/2018 | | M | | | 2,500 | \$ 3.02 | 2,500 | D | |
| Common Stock | 02/16/2018 | | M | | | 2,500 | \$ 51.67 | 5,000 | D | |
| Common Stock | 02/16/2018 | | M | | | 3,000 | \$ 47.39 | 8,000 | D | |
| Common Stock | 02/16/2018 | | M | | | 2,500 | \$ 44.35 | 10,500 | D | |
| Common Stock | 02/16/2018 | | M | | | 2,500 | \$ 54.95 | 13,000 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 02/16/2018 | S | 13,000 | D | \$ 62.82 | 0 | D |
| Common Stock | 02/20/2018 | M | 1,986 | A | \$ 3.02 | 1,986 | D |
| Common Stock | 02/20/2018 | M | 17,000 | A | \$ 51.67 | 18,986 | D |
| Common Stock | 02/20/2018 | M | 3,500 | A | \$ 47.39 | 22,486 | D |
| Common Stock | 02/20/2018 | M | 3,500 | A | \$ 44.35 | 25,986 | D |
| Common Stock | 02/20/2018 | M | 3,500 | A | \$ 54.95 | 29,486 | D |
| Common Stock | 02/20/2018 | S | 29,486 | D | \$ 62.27 | 0 | D |

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

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SEC 1474
(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 3.02 | 02/16/2018 | | M | 2,500 | <u>(1)</u> | 02/23/2020 | Common Stock | 2,500 |
| Option to Purchase Common Stock | \$ 51.67 | 02/16/2018 | | M | 2,500 | <u>(2)</u> | 02/28/2021 | Common Stock | 2,500 |
| Option to Purchase Common Stock | \$ 47.39 | 02/16/2018 | | M | 3,000 | <u>(3)</u> | 02/12/2022 | Common Stock | 3,000 |

| Stock | | | | | | | | | |
|---------------------------------|----------|------------|---|--------|-----|------------|--------------|--------|--|
| Option to Purchase Common Stock | \$ 44.35 | 02/16/2018 | M | 2,500 | (4) | 02/23/2023 | Common Stock | 2,500 | |
| Option to Purchase Common Stock | \$ 54.95 | 02/16/2018 | M | 2,500 | (5) | 02/16/2024 | Common Stock | 2,500 | |
| Option to Purchase Common Stock | \$ 3.02 | 02/20/2018 | M | 1,986 | (1) | 02/23/2020 | Common Stock | 1,986 | |
| Option to Purchase Common Stock | \$ 51.67 | 02/20/2018 | M | 17,000 | (2) | 02/28/2021 | Common Stock | 17,000 | |
| Option to Purchase Common Stock | \$ 47.39 | 02/20/2018 | M | 3,500 | (3) | 02/12/2022 | Common Stock | 3,500 | |
| Option to Purchase Common Stock | \$ 44.35 | 02/20/2018 | M | 3,500 | (4) | 02/23/2023 | Common Stock | 3,500 | |
| Option to Purchase Common Stock | \$ 54.95 | 02/20/2018 | M | 3,500 | (5) | 02/16/2024 | Common Stock | 3,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Raskopf Karen C/O DUNKIN' BRANDS GROUP, INC. 130 ROYALL STREET CANTON, MA 02021 | | | SVP, Chief Communication Offer | |

Signatures

/s/ Richard Emmett, as attorney-in-fact for Karen Raskopf 02/21/2018

__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) The option previously vested based upon time (five equal annual installments that began on 02/23/2011) and performance criteria.

(2) This option vests in four equal annual installments that began on 02/28/2015.

(3) The option vests in four equal annual installments that began on 2/12/2016.

(4) The option vests in four equal annual installments that began on 2/23/2017.

(5) The option vests in four equal annual installments that began on 2/16/2018.

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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