

BRINKER INTERNATIONAL INC

Form SC 13G/A

February 14, 2014

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

SCHEDULE 13G/A

(Amendment No. 1)

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2**

Brinker International, Inc.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

109641100

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 109641100

Name of Reporting Person.

I.R.S. Identification No. of

Above Person (Entities

1. Only).

ING Groep N.V.

Check the Appropriate Box if

2. a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3. SEC Use Only

Citizenship or Place of

4. Organization

The Netherlands

Number of Sole Voting Power

5. 0

Number of Shares Shared Voting Power

6. 2,515,435 (1)

Number of Shares Sole Dispositive Power

7. 0

Each

Number of Shares Shared Dispositive Power

8. 2,515,435 (1)

With:

Aggregate Amount

9. Beneficially Owned by Each

Reporting Person

2,515,435 (1)

Check if the Aggregate

10. Amount in Row (9) Excludes

Certain Shares (See

Instructions) ☐

Percent of Class Represented

11. by Amount in Row (9)

3.75% (2)

Type of Reporting Person

12. (See Instructions)

HC

(1) ING Groep N.V. may be deemed to be the beneficial owner of 2,515,435 shares of Common Stock held by its indirect and direct wholly owned subsidiaries. Of these, 2,513,839 shares of Common Stock are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios and ING Groep N.V. disclaims beneficial ownership of such shares.

(2) Based on 67,025,044 shares of Common Stock issued and outstanding as of October 28, 2013, as reported by the issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2013.

Item Name of Issuer:
1(a). Brinker International, Inc.

Item Address of Issuer's Principal Executive Offices:
1(b). 6820 LBJ Freeway
Dallas, Texas 75240

Item Name of Person Filing:
2(a). ING Groep N.V.

Item Address of Principal Business Office or, if none, Residence:
2(b). Bijlmerplein 888

1102 MG
Amsterdam-Zuidoost

Postbus 1800

1000 BV Amsterdam

The Netherlands

Item Citizenship:
2(c). The Netherlands

Item Title of Class of Securities:
2(d). Common Stock, par value \$0.10 per share

Item CUSIP Number:
2(e). 109641100

Item 3. **If this statement is filed pursuant to Rule 13d-1(b), 13d-2(b) or (c), check whether the person filing is a:**

(a) ☐ Broker or dealer registered under section 15 of the Exchange Act.

(b) ☐ Bank as defined in section 3(a)(6) of the Exchange Act.

(c) ☐ Insurance company as defined in section 3(a)(19) of the Exchange Act.

(d) ☐ Investment company as defined under section 8 of the Investment Company Act.

(e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act.

(j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not Applicable.

Item 4. Ownership:

ING Groep N.V. may be deemed to be the beneficial owner of 2,515,435 shares of Common Stock held by (a) its indirect and direct wholly owned subsidiaries. Of these, 2,513,839 shares of Common Stock are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios.

ING Groep N.V. disclaims beneficial ownership of the 2,513,839 shares of Common Stock held by its indirect subsidiaries in their role as a discretionary manager of client portfolios as ING Groep N.V. does not hold voting rights or dispositive powers for such shares.

ING Groep N.V. may be deemed to be the beneficial owner of 3.75% of the Common Stock based on 67,025,044 shares of Common Stock issued and outstanding as of October 28, 2013, as reported by the issuer (b) in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2013.

Although ING Groep N.V. may be deemed to be the beneficial owner of 2,515,435 shares of Common Stock (c) held by its indirect and direct wholly owned subsidiaries, ING Groep N.V. does not hold voting rights or dispositive powers for 2,513,839 of such shares.

Item 5. Ownership of Five Percent or Less of a Class:

X

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2014

ING GROEP N.V.

By:/s/ Fred Severin
(Signature)

Fred Severin
Compliance Officer
(Name/Title)

By:/s/ Guus Remmerswaal
(Signature)

Guus Remmerswaal
Head of MI & MRTC
(Name/Title)