

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): September 24, 2010

DineEquity, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-15283
(Commission
File Number)

95-3038279
(IRS Employer
Identification No.)

450 North Brand Boulevard
Glendale, California
(Address of Principal Executive Offices)

91203
(Zip Code)

(818) 240-6055
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On September 24, 2010, DineEquity, Inc. (the "Company") issued a press release announcing preliminary results of its previously announced offers to purchase for cash any and all of the outstanding principal amount of the Applebee's Notes, the IHOP 2007-1 Notes and the IHOP 2007-3 Notes (each as defined below) and a related consent solicitation to waive certain provisions of the indenture and related documents governing the IHOP 2007-3 Notes:

- (i) the Series 2007-1 Class A-2-II-A Fixed Rate Term Senior Notes due December 2037 and (ii) the Series 2007-1 Class A-2-II-X Fixed Rate Term Senior Notes due December 2037 (collectively, the "Applebee's Notes"), each issued by Applebee's Enterprises LLC, a Delaware limited liability company, Applebee's IP LLC, a Delaware limited liability company, and certain other entities listed as co-issuers in the indenture governing the Applebee's Notes; and
- (i) the Series 2007-1 Fixed Rate Term Notes due March 2037 (the "IHOP 2007-1 Notes") and (ii) the Series 2007-3 Notes due December 2037 (the "IHOP 2007-3 Notes"), each issued by IHOP Franchising, LLC, a Delaware limited liability company, and IHOP IP, LLC, a Delaware limited liability company.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is herein incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated September 24, 2010, re Tender Offers.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 24, 2010

DineEquity, Inc.

By: _____ /s/ JOHN F. TIERNEY

Name: John F. Tierney

Title: Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 24, 2010, re Tender Offers.



News Release

Investor Contact

Stacy Roughan
Director, Investor Relations
DineEquity, Inc.
818-637-3632

Media Contact

Lucy Neugart
Sard Verbinen & Co
415-618-8750

**DineEquity, Inc. Announces Preliminary Results of
Tender Offers and Consent Solicitation**

GLENDALE, California, September 24, 2010 – DineEquity, Inc. (NYSE: DIN), the parent company of Applebee's Neighborhood Grill & Bar and IHOP Restaurants, announced today the preliminary results of its previously announced cash tender offers (the "Tender Offers") for any and all of the outstanding principal amount of the following notes (collectively, the "Notes"):

- (i) the Series 2007-1 Class A-2-II-A Fixed Rate Term Senior Notes with a legal maturity of December 2037 (the "Class A-2-II-A Notes"), and (ii) the Series 2007-1 Class A-2-II-X Fixed Rate Term Senior Notes with a legal maturity of December 2037 (the "Class A-2-II-X Notes" and, together with the Class A-2-II-A Notes, referred to as the "Applebee's Notes"), each issued by Applebee's Enterprises LLC, a Delaware limited liability company, Applebee's IP LLC, a Delaware limited liability company, and certain other entities listed as co-issuers under the indenture governing the Applebee's Notes (collectively referred to as the "Applebee's Issuers"); and
- (i) the Series 2007-1 Fixed Rate Term Notes with a legal maturity of March 2037 (the "IHOP 2007-1 Notes"), and (ii) the Series 2007-3 Notes with a legal maturity of December 2037 (the "IHOP 2007-3 Notes"), each issued by IHOP Franchising, LLC, a Delaware limited liability company, and IHOP IP, LLC, a Delaware limited liability company (collectively referred to as the "IHOP Issuers" and, together with the Applebee's Issuers, referred to as the "Issuers").

DineEquity also announced today the preliminary results of its previously announced consent solicitation (the "Consent Solicitation") to waive certain provisions of the indenture and related documents governing the IHOP 2007-3 Notes.

DineEquity, Inc.
450 North Brand Blvd., 7th floor
Glendale, California 91203-4415
866.995.DINE

The Early Tender Deadline, the Withdrawal Deadline and the Consent Payment Deadline for the Tender Offers and Consent Solicitation, occurred at 5:00 p.m., Eastern Daylight Time, on September 23, 2010 (the "Early Deadline"). The aggregate principal amount of each class or series of the Notes validly tendered and not validly withdrawn by the holders as of the Early Deadline is set forth in the table below:

Notes	Outstanding Principal Amount	Aggregate Principal Amount of Valid Tenders Received Prior to the Early Deadline	Percent of Outstanding Principal Amount Tendered	Tender Offer Consideration (1)(2)	Early Tender Premium (1)	Total Consideration (1)(2)(3)
Class A-2-II-A Notes	\$599,039,417	\$ 533,655,431	89.1%	\$ 985	\$ 30	\$ 1,015
Class A-2-II-X Notes	\$366,072,307	\$ 366,072,307	100%	\$ 985	\$ 30	\$ 1,015
IHOP 2007-1 Notes	\$175,000,000	\$ 170,800,000	97.6%	\$ 1,020	\$ 30	\$ 1,050

Notes	Outstanding Principal Amount	Aggregate Principal Amount of Valid Tenders and Consents Received Prior to the Early Deadline	Percent of Outstanding Principal Amount Tendered	Tender Offer Consideration (1)(2)	Consent Payment (1)	Total Consideration (1)(2)(4)
IHOP 2007-3 Notes	\$245,000,000	\$ 186,920,000	76.3%	\$ 1,045	\$ 30	\$ 1,075

- (1) Per \$1,000 principal amount of the Notes.
- (2) Does not include accrued but unpaid interest that will be paid on the Notes validly tendered and not validly withdrawn and accepted for purchase.
- (3) For Applebee's Notes or IHOP 2007-1 Notes that were validly tendered and not validly withdrawn prior to 5:00 p.m., Eastern Daylight Time on September 23, 2010 and that are accepted for purchase.
- (4) For IHOP 2007-3 Notes that were validly tendered and not validly withdrawn prior to 5:00 p.m., Eastern Daylight Time on September 23, 2010 and that are accepted for purchase.

Subject to the terms and conditions of the respective Tender Offers and of the Consent Solicitation, holders who validly tendered and did not validly withdraw their Notes prior to the Early Deadline will receive the applicable Total Consideration set forth above. Subject to the terms and conditions of the respective Tender Offers and of the Consent Solicitation, holders who validly tender their Notes after the Early Deadline but prior to the expiration of the Tender Offers and the Consent Solicitation, will receive only the applicable Tender Offer Consideration set forth above, excluding any Early Tender Premium or any Consent Payment as described above. The Tender Offers and the Consent Solicitation are scheduled to expire at 5:00 p.m., Eastern Daylight Time, on October 8, 2010, unless extended or earlier terminated by DineEquity.

Holders no longer have any right to withdraw any Notes that have been or will be tendered or revoke any consents that have been or will be delivered, unless DineEquity is required by law to permit withdrawal or revocation.

The results announced today are preliminary and subject to verification by the depository. The final number of Notes accepted for purchase and to be purchased will be announced as soon as practicable following the expiration of the Tender Offers and the Consent Solicitation.

The Tender Offers and the Consent Solicitation are subject to certain conditions, including (i) the arrangement of new debt financing to fund the Tender Offers and the Consent Solicitation and the related transactions, (ii) the consummation of the tender offers for each of the classes or series of Notes, (iii) receipt of valid tenders of at least a minimum principal amount of Notes as set forth in the applicable Offer to Purchase, with respect to the Applebee's Notes and the IHOP 2007-1 Notes, and the Offer to Purchase and Consent Solicitation Statement, with respect to the IHOP 2007-3 Notes, (iv) solely with respect to the IHOP 2007-3 Notes, receipt of valid

tenders of IHOP 2007-3 Notes and deliveries of related consents from holders of more than 50% of the aggregate outstanding principal amount of the IHOP 2007-3 Notes (excluding any IHOP 2007-3 Notes owned by the Issuers or any other obligor upon the IHOP 2007-3 Notes or any affiliate of any of them and any IHOP 2007-3 Notes held in any accounts with respect to which International House of Pancakes, Inc. or any affiliate thereof exercises discretionary voting authority), and (v) other customary conditions. Based on the preliminary results, and subject to the other conditions of the Tender Offers and the Consent Solicitation, the number of Notes validly tendered and not validly withdrawn, and consents validly delivered and not validly revoked, prior to the Early Deadline would satisfy conditions (iii) and (iv), respectively, listed above.

Barclays Capital and Goldman, Sachs & Co. are acting as the joint dealer managers and, solely with respect to the IHOP 2007-3 Notes, as the joint solicitation agents; Global Bondholder Services Corporation is acting as the information agent; and Wells Fargo Bank, National Association is acting as depository in connection with the Tender Offers and the Consent Solicitation. Copies of the materials relating to the Tender Offers and the Consent Solicitation may be obtained from the information agent at (866) 470-4300 (toll free) or (212) 430-3774. Additional information concerning the terms of the Tender Offers and the Consent Solicitation may be obtained by contacting Barclays Capital at (800) 438-3242 (U.S. toll free) or (212) 528-7581 (collect) or Goldman, Sachs & Co. at (800) 828-3182 (U.S. toll free) or (212) 902-5128 (collect).

This news release is for informational purposes only shall not constitute an offer to purchase or the solicitation of an offer to sell or a solicitation of consents with respect to the Notes. The Tender Offers and the Consent Solicitation may only be made in accordance with the terms of and subject to the conditions specified in the applicable Offer to Purchase and related Letter of Transmittal, with respect to the Applebee's Notes and the IHOP 2007-1 Notes, and the Offer to Purchase and Consent Solicitation Statement and the related Consent and Letter of Transmittal, with respect to the IHOP 2007-3 Notes, each dated September 10, 2010, which more fully set forth the terms and conditions of each tender offer and of the Consent Solicitation, as applicable. The Tender Offers and the Consent Solicitation are not being made to the holders of the Notes in any jurisdiction where the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

About DineEquity, Inc.

Based in Glendale, California, DineEquity, Inc., through its subsidiaries, franchises and operates restaurants under the Applebee's Neighborhood Grill & Bar and IHOP brands. With nearly 3,500 restaurants combined, DineEquity is the largest full-service restaurant company in the world. For more information on DineEquity, visit the Company's Web site located at www.dineequity.com.

Forward-Looking Statements

There are forward-looking statements contained in this news release. They use such words as "may," "will," "expect," "believe," "plan," or other similar terminology. These statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results to be materially different than those expressed or implied in such statements. These factors include, but are not limited to: the ability to consummate the Tender Offers and the Consent

Solicitation, including satisfying the conditions thereto and obtaining financing to fund the Tender Offers and the Consent Solicitation; the implementation of DineEquity, Inc.'s (the "Company") strategic growth plan; the availability of suitable locations and terms for sites designated for development; the ability of franchise developers to fulfill their commitments to build new restaurants in the numbers and time frames covered by their development agreements; legislation and government regulation including the ability to obtain satisfactory regulatory approvals; risks associated with the Company's indebtedness; conditions beyond the Company's control such as weather, natural disasters, disease outbreaks, epidemics or pandemics impacting the Company's customers or food supplies, or acts of war or terrorism; availability and cost of materials and labor; cost and availability of capital; competition; potential litigation and associated costs; continuing acceptance of the International House of Pancakes ("IHOP") and Applebee's brands and concepts by guests and franchisees; the Company's overall marketing, operational and financial performance; economic and political conditions; adoption of new, or changes in, accounting policies and practices; and other factors discussed from time to time in the Company's news releases, public statements and/or filings with the Securities and Exchange Commission, especially the "Risk Factors" sections of Annual and Quarterly Reports on Forms 10-K and 10-Q. Forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. In addition, the Company disclaims any intent or obligation to update these forward-looking statements.