

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)¹**

DineEquity, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

254423106
(CUSIP Number)

**Erin Ross
Scout Capital Management, L.L.C.
Managing Director
General Counsel & Chief Compliance Officer
317 University Avenue
Palo Alto, CA 94301
(650) 485-4110**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 9, 2013
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

¹ 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 disclosures provided in a prior cover page.

The information required on 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*).

1	Names of reporting persons. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Scout Capital Management, L.L.C.	
2	Check the appropriate box if a member of a group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Source of funds* (see instructions) N/A	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization Delaware, United States	
Number of shares beneficially owned by each reporting person with	7	Sole voting power
	8	Shared voting power 812,900
	9	Sole dispositive power
	10	Shared dispositive power 812,900
11	Aggregate amount beneficially owned by each reporting person 812,900	
12	Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 4.2%	
14	Type of reporting person* IA	

* SEE INSTRUCTION BEFORE FILLING OUT

1	Names of reporting persons. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Adam Weiss	
2	Check the appropriate box if a member of a group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Source of funds* (see instructions)	
	N/A	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization	
	United States	
Number of shares beneficially owned by each reporting person with	7	Sole voting power
	8	Shared voting power
		812,900
	9	Sole dispositive power
	10	Shared dispositive power
		812,900
11	Aggregate amount beneficially owned by each reporting person	
	812,900	
12	Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11)	
	4.2%	
14	Type of reporting person*	
	IN	

* SEE INSTRUCTION BEFORE FILLING OUT

1	Names of reporting persons. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	James Crichton	
2	Check the appropriate box if a member of a group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Source of funds* (see instructions)	
	N/A	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization	
	United States	
Number of shares beneficially owned by each reporting person with	7	Sole voting power
	8	Shared voting power
		812,900
	9	Sole dispositive power
	10	Shared dispositive power
		812,900
11	Aggregate amount beneficially owned by each reporting person	
	812,900	
12	Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11)	
	4.2%	
14	Type of reporting person*	
	IN	

* SEE INSTRUCTION BEFORE FILLING OUT

EXPLANATORY NOTE

This Amendment No. 2 to Schedule 13D (“Amendment No. 2”) amends and supplements, as set forth below, the Schedule 13D filed by the Reporting Persons with respect to the Issuer on May 13, 2013 (together with all subsequent amendments thereto, the “Schedule 13D”). All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Schedule 13D. The Schedule 13D is amended and supplemented by adding the information contained herein. Except as specifically amended and supplemented by this Amendment No. 2, Items in the Schedule 13D remain unchanged.

This Amendment No. 2 is being filed by the Reporting Persons to report a change in ownership in the Common Shares of the Issuer held by the Reporting Persons.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended as follows:

(a-b) The aggregate number and percentage of Common Shares to which this Amendment No. 2 relates is 812,900 Common Shares, constituting approximately 4.2% of the Common Shares outstanding, based upon 19,146,952 Common Shares outstanding as of July 26, 2013, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013. The Reporting Persons may be deemed to beneficially own the Common Shares held by the Funds, as set forth in Items 7 through 11 on their respective cover pages of this Amendment No. 2.

Each of Scout Capital Partners II, L.P., Scout Capital Long Term, L.P., Scout Capital Master Fund, Ltd. and Scout Capital Long Term Master, Ltd. directly owns, and with Scout Capital Management as their investment manager, has shared power to vote or dispose of, or to direct the voting or disposition of, the following amounts of Common Shares, respectively: 209,171; 45,240; 536,555; and 21,934. Scout Capital, L.L.C., a Delaware limited liability company (the “General Partner”), as the general partner of Scout Capital Partners II, L.P. and Scout Capital Long Term, L.P., may be deemed to beneficially own, and have shared power to vote or dispose of, or to direct the voting or disposition of, the 254,411 Common Shares directly owned by such Funds. The General Partner and Scout Capital Management are owned and controlled by Mr. Crichton and Mr. Weiss.

The executive officers of Scout Capital Management do not individually own any Common Shares.

(c) A list of the transactions in the Issuer’s Common Shares that were effected by Scout Capital Management on behalf of the Funds since July 31, 2013 is attached as Exhibit 6 hereto and is incorporated herein by reference. All of the transactions listed on Exhibit 6 were effected in the open market, including through the facilities of alternative trading systems.

(d) Other than the Reporting Persons, the General Partner and the Funds identified above, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Common Shares.

(e) As of August 5, 2013, each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the Issuer’s Common Shares.

Item 7. Material to be Filed as Exhibits

Item 7 of the Schedule 13D is supplemented as follows:

6. List of Transactions in Issuer’s Common Shares Effected by the Reporting Persons since July 31, 2013.

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.

August 12, 2013

Date

SCOUT CAPITAL MANAGEMENT, L.L.C.

By: /s/ Louise C. Curbishley
Name: Louise C. Curbishley
Title: Chief Financial Officer

ADAM WEISS*
/s/ Louise C. Curbishley

JAMES CRICHTON**
/s/ Louise C. Curbishley

* By: Louise C. Curbishley, Attorney-in-Fact Pursuant to Power of Attorney dated May 13, 2013 previously filed with the Securities and Exchange Commission as Exhibit 3 to Schedule 13D filed by Scout Capital Management, L.L.C. on May 13, 2013 on behalf of Adam Weiss, which Power of Attorney is incorporated by reference.

** By: Louise C. Curbishley, Attorney-in-Fact Pursuant to Power of Attorney dated May 13, 2013 previously filed with the Securities and Exchange Commission as Exhibit 4 to Schedule 13D filed by Scout Capital Management, L.L.C. on May 13, 2013 on behalf of James Crichton, which Power of Attorney is incorporated by reference.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)**

LIST OF TRANSACTIONS IN ISSUER'S COMMON SHARES EFFECTED
BY THE REPORTING PERSONS SINCE JULY 31, 2013

<u>Trade Date</u>	<u>Transaction Type</u>	<u>Fund</u>	<u>Quantity</u>	<u>Price</u> <u>(not including commissions)</u>
7/31/2013	Sell	Scout Capital Long Term, L.P.	31,685	69.8625
7/31/2013	Sell	Scout Capital Long Term, L.P.	20,215	69.7276
8/5/2013	Sell	Scout Capital Long Term, L.P.	3,123	71.7776
8/6/2013	Sell	Scout Capital Long Term, L.P.	558	71.4
8/7/2013	Sell	Scout Capital Long Term, L.P.	2,525	70.3348
8/8/2013	Sell	Scout Capital Long Term, L.P.	555	70.5654
8/8/2013	Sell	Scout Capital Long Term, L.P.	1,140	70.5502
8/8/2013	Sell	Scout Capital Long Term, L.P.	357	70.61
8/8/2013	Sell	Scout Capital Long Term, L.P.	416	70.605
8/9/2013	Sell	Scout Capital Long Term, L.P.	368	70.5912
8/9/2013	Sell	Scout Capital Long Term, L.P.	526	70.3589
8/12/2013	Sell	Scout Capital Long Term, L.P.	1,111	70.111
8/5/2013	Sell	Scout Capital Partners II, L.P.	1,107	71.7776
8/6/2013	Sell	Scout Capital Partners II, L.P.	2,573	71.4
8/7/2013	Sell	Scout Capital Partners II, L.P.	11,537	70.3348
8/8/2013	Sell	Scout Capital Partners II, L.P.	2,573	70.5654
8/8/2013	Sell	Scout Capital Partners II, L.P.	5,275	70.5502
8/8/2013	Sell	Scout Capital Partners II, L.P.	1,647	70.61
8/8/2013	Sell	Scout Capital Partners II, L.P.	1,930	70.605
8/9/2013	Sell	Scout Capital Partners II, L.P.	1,698	70.5912
8/9/2013	Sell	Scout Capital Partners II, L.P.	2,427	70.3589
8/12/2013	Sell	Scout Capital Partners II, L.P.	5,146	70.111
8/5/2013	Sell	Scout Capital Master Fund, Ltd.	3,579	71.7776
8/6/2013	Sell	Scout Capital Master Fund, Ltd.	6,601	71.4
8/7/2013	Sell	Scout Capital Master Fund, Ltd.	29,739	70.3348
8/8/2013	Sell	Scout Capital Master Fund, Ltd.	6,600	70.5654
8/8/2013	Sell	Scout Capital Master Fund, Ltd.	13,531	70.5502
8/8/2013	Sell	Scout Capital Master Fund, Ltd.	4,224	70.61
8/8/2013	Sell	Scout Capital Master Fund, Ltd.	4,952	70.605
8/9/2013	Sell	Scout Capital Master Fund, Ltd.	4,356	70.5912
8/9/2013	Sell	Scout Capital Master Fund, Ltd.	6,226	70.3589
8/12/2013	Sell	Scout Capital Master Fund, Ltd.	13,201	70.111
7/31/2013	Sell	Scout Capital Long Term Master, Ltd.	15,335	69.8625
7/31/2013	Sell	Scout Capital Long Term Master, Ltd.	9,785	69.7276
8/5/2013	Sell	Scout Capital Long Term Master, Ltd.	1,601	71.7776
8/6/2013	Sell	Scout Capital Long Term Master, Ltd.	268	71.4
8/7/2013	Sell	Scout Capital Long Term Master, Ltd.	1,199	70.3348
8/8/2013	Sell	Scout Capital Long Term Master, Ltd.	272	70.5654
8/8/2013	Sell	Scout Capital Long Term Master, Ltd.	554	70.5502
8/8/2013	Sell	Scout Capital Long Term Master, Ltd.	172	70.61
8/8/2013	Sell	Scout Capital Long Term Master, Ltd.	202	70.605
8/9/2013	Sell	Scout Capital Long Term Master, Ltd.	178	70.5912
8/9/2013	Sell	Scout Capital Long Term Master, Ltd.	253	70.3589
8/12/2013	Sell	Scout Capital Long Term Master, Ltd.	542	70.111