
**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): **May 17, 2016**

DineEquity, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-15283
(Commission File No.)

95-3038279
(I.R.S. Employer
Identification No.)

450 North Brand Boulevard, Glendale, California
(Address of principal executive offices)

91203-2306
(Zip Code)

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

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 (see General Instruction A.2. below):

- 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 7.01. Regulation FD Disclosure.

Julia A. Stewart, Chairman and Chief Executive Officer of DineEquity, Inc., a Delaware corporation (the “Corporation”), will present a corporate overview at the Corporation’s 2016 Annual Meeting of Stockholders (“Annual Meeting”) on May 17, 2016. A copy of the presentation to be used during the Annual Meeting is attached to this Current Report on Form 8-K as Exhibit 99.1 and is also available in the “Investors” section of the Corporation’s website at www.dineequity.com.

The information contained in this Item 7.01, including the related information set forth in the Annual Meeting presentation attached hereto as Exhibit 99.1 is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | 2016 Annual Meeting of Stockholders Presentation |

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 thereunto duly authorized.

Date: May 17, 2016

DINEEQUITY, INC.

By: /s/ Thomas W. Emrey
Thomas W. Emrey
Chief Financial Officer

Exhibit Index

**Exhibit
Number**

Description

| | |
|------|--|
| 99.1 | 2016 Annual Meeting of Stockholders Presentation |
|------|--|

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ANNUAL MEETING OF STOCKHOLDERS
May 17, 2016



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DISCLAIMERS

Forward-Looking Information:

Statements contained in this presentation may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by words such as "may," "will," "should," "could," "expect," "anticipate," "believe," "estimate," "intend," "plan" and other similar expressions. These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to be materially different from those expressed or implied in such statements. These factors include, but are not limited to: the effect of general economic conditions; the Company's indebtedness; risk of future impairment charges; trading volatility and the price of the Company's common stock; the Company's results in any given period differing from guidance provided to the public; the highly competitive nature of the restaurant business; the Company's business strategy failing to achieve anticipated results; risks associated with the restaurant industry; risks associated with locations of current and future restaurants; rising costs for food commodities and utilities; shortages or interruptions in the supply or delivery of food; ineffective marketing and guest relationship initiatives and use of social media; changing health or dietary preferences; our engagement in business in foreign markets; harm to our brands' reputation; litigation; fourth-party claims with respect to intellectual property assets; environmental liability; liability relating to employees; failure to comply with applicable laws and regulations; failure to effectively implement restaurant development plans; our dependence upon our franchisees; concentration of Applebee's franchised restaurants in a limited number of franchisees; credit risk from IHOP franchisees operating under our previous business model; termination or non-renewal of franchise agreements; franchisees breaching their franchise agreements; insolvency proceedings involving franchisees; changes in the number and quality of franchisees; inability of franchisees to fund capital expenditures; heavy dependence on information technology; the occurrence of cyber incidents or a deficiency in our cybersecurity; failure to execute on a business continuity plan; inability to attract and retain talented employees; risks associated with retail brand initiatives; failure of our internal controls; and other factors discussed from time to time in the Company's Annual and Quarterly Reports on Forms 10-K and 10-Q, respectively, and in the Company's other filings with the Securities and Exchange Commission. The forward-looking statements contained in this presentation are made as of the date hereof and the Company assumes no obligation to update or supplement any forward-looking statements.

Non-GAAP Financial Measures:

This presentation includes references to the Company's non-GAAP financial measures "adjusted net income available to common stockholders (adjusted EPS)," and "free cash flow". "Adjusted EPS" is computed for a given period by deducting from net income or loss available to common stockholders for such period the effect of any closure and impairment charges, any gain or loss related to debt extinguishment, any intangible asset amortization, any non-cash interest expense, any gain or loss related to the disposition of assets, and other items deemed not reflective of current operations. This is presented on an aggregate basis and a per share (diluted) basis. "Free cash flow" for a given period is defined as cash provided by operating activities, plus receipts from notes and equipment contracts receivable, less capital expenditures. Management utilizes free cash flow to determine the amount of cash remaining for general corporate and strategic purposes and for the return of cash to stockholders pursuant to our capital allocation strategy, after the receipts from notes and equipment contracts receivable, and the funding of operating activities, capital expenditures and debt service. Management believes this information is helpful to investors to determine the Company's adherence to debt covenants and the Company's cash available for these purposes. Adjusted EPS and free cash flow are supplemental non-GAAP financial measures and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with United States generally accepted accounting principles.



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OVERVIEW OF DINEEQUITY, INC.



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HIGHLIGHTS OF THE DINEEQUITY STORY

Applebee's and IHOP are two iconic brands with #1 positions in their respective categories⁽¹⁾ for the last eight consecutive years

• *With more than 3,700 restaurants, DineEquity is one of the largest full-service restaurant companies in the world*

Stable long-term capital structure with an attractive fixed interest rate of 4.277% through 2021

99% franchised and asset-lite business model generates strong free cash flow with reduced volatility

Balanced capital allocation strategy and commitment to return the majority of free cash flow to shareholders

• *DineEquity has returned a combined total of approximately \$374 million to its shareholders in the form of quarterly cash dividends on its common stock and repurchases of common stock since being formed in 2008 through the first quarter of 2016.*

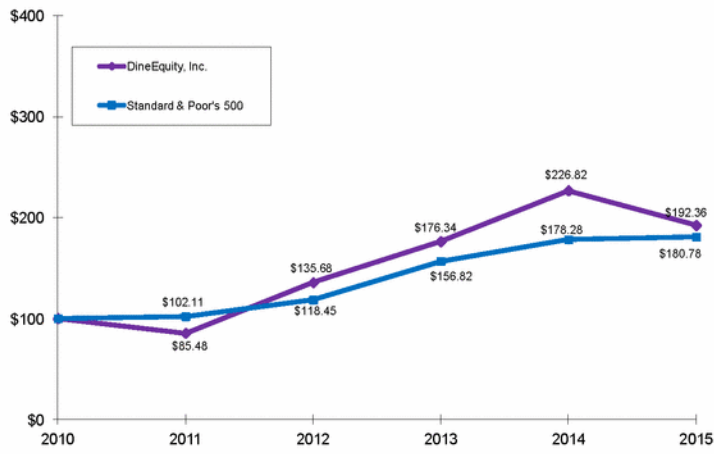
Purchasing co-op mitigates commodity inflation for our brands

Our Shared Services platform leverages resources and expertise to achieve synergies across the organization

⁽¹⁾ Nation's Restaurant News, "Top 100," June 15, 2015 (Applebee's rank based on 2014 U.S. system-wide sales in the casual dining category, IHOP rank based on 2014 U.S. system-wide sales in the family dining category).



FIVE-YEAR CUMULATIVE TOTAL STOCKHOLDER RETURN



Source: Value Line Publishing LLC

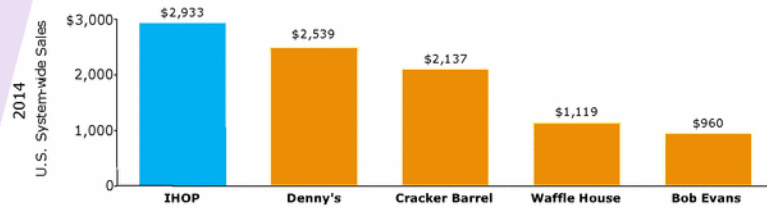
Assumes \$100 was invested at the close of trading on the last day of trading in 2010 in our common stock and in the market index, with reinvestment of all dividends. Stockholder returns over the indicated periods should not be considered indicative of future stock prices or stockholder returns.



OUR BRANDS LEAD THEIR RESPECTIVE CATEGORIES

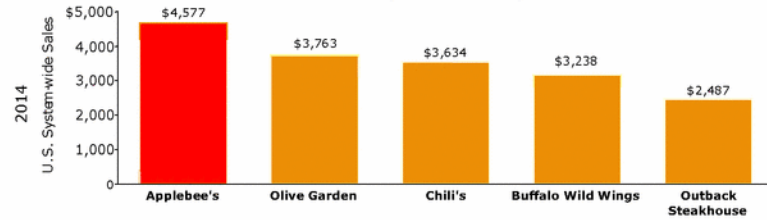
(\$ in millions)

Family Dining: Domestic System-wide Sales



(\$ in millions)

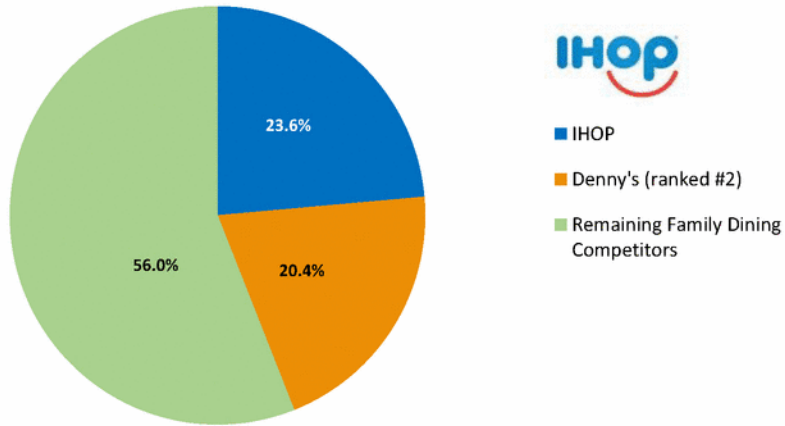
Casual Dining: Domestic System-wide Sales



Source: Latest available data disclosed in Nation's Restaurant News, "Top 100," June 15, 2015 (Applebee's rank compared to highest ranked competitors based on 2014 U.S. system-wide sales in the casual dining category; IHOP rank compared to highest ranked competitors based on 2014 U.S. system-wide sales in the family dining category)



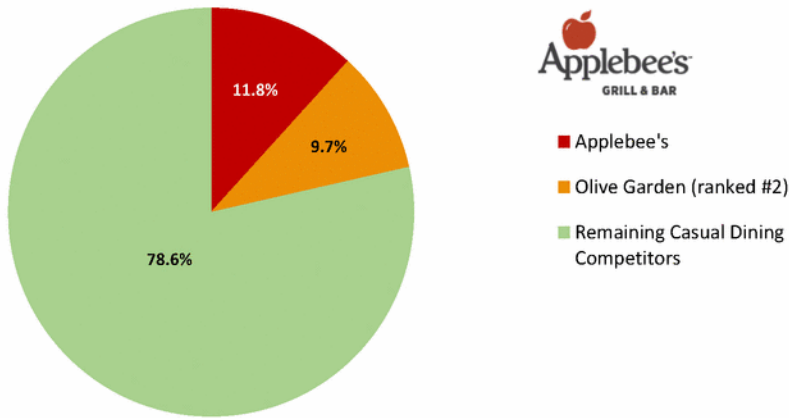
OUR BRANDS ARE MARKET SHARE LEADERS IN THEIR RESPECTIVE CATEGORIES



Source: Latest available data disclosed in Nation's Restaurant News, "Top 100," June 15, 2015. A chain's market share is based on its U.S. system-wide sales as a percentage of its Top 100 industry segment's total sales



OUR BRANDS ARE MARKET SHARE LEADERS IN THEIR RESPECTIVE CATEGORIES



- Applebee's
- Olive Garden (ranked #2)
- Remaining Casual Dining Competitors

Source: Latest available data disclosed in Nation's Restaurant News, "Top 100," June 15, 2015. A chain's market share is based on its U.S. system-wide sales as a percentage of its Top 100 industry segment's total sales



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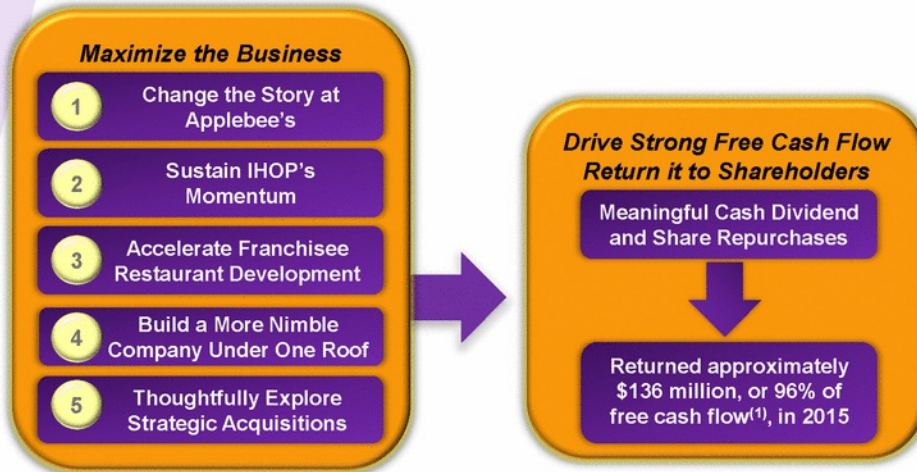
OUR STRATEGY TO DRIVE ORGANIC GROWTH



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FIVE BENCHMARKS TO DRIVE ORGANIC GROWTH



⁽¹⁾ See reconciliation of the Company's cash provided by operating activities to free cash flow in the fiscal 2015 earnings press release dated February 24, 2016

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INNOVATE

EVOLVE

BUILD STRONG BRANDS



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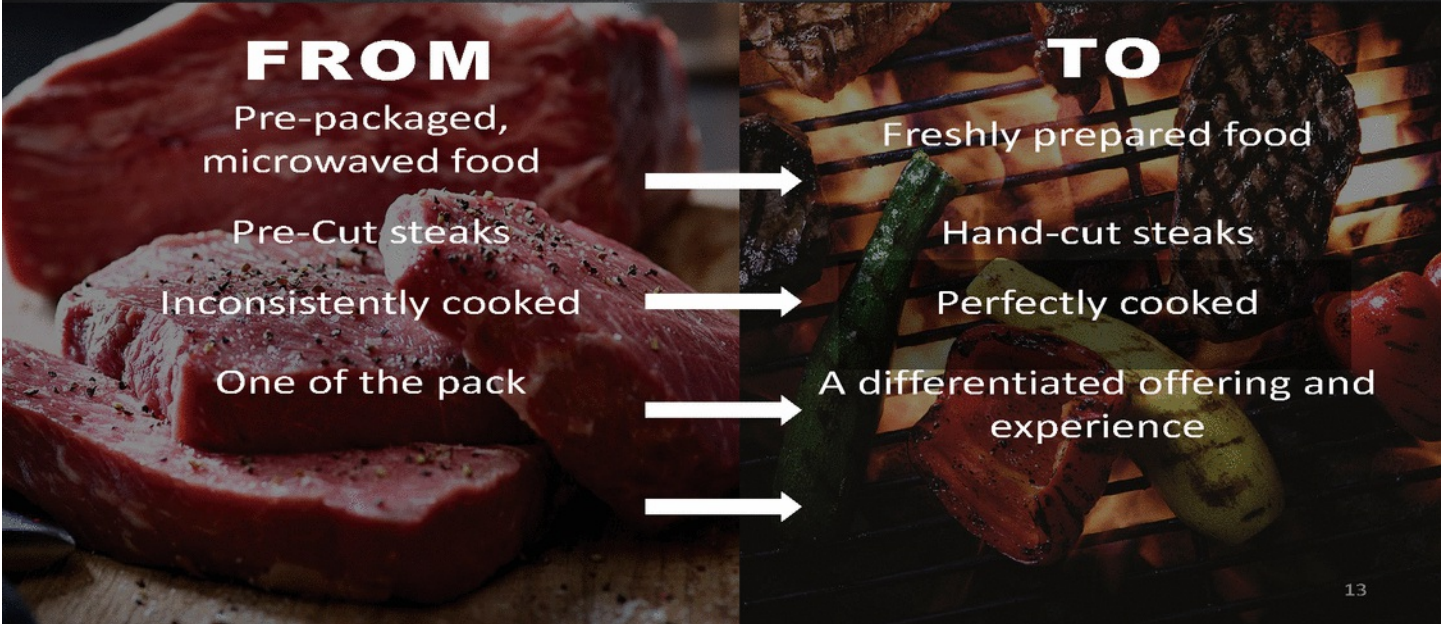




HAND-CUT, WOOD-FIRED PLATFORM

Changing the Applebee's Conversation

Hand-Cut, Wood-Fired is designed to change the Applebee's conversation



»» IT'S ALL ABOUT FLAVOR! ««



- › American oak wood
- › Backyard, natural smoked flavor
- › Flavor that extends beyond steak!



-
- › Hand-Cut Bone-In Pork Chop
 - › Cedar Salmon with Maple Mustard Glaze

INNOVATE AND EVOLVE STRONG BRANDS

Applebee's Domestic Prototype



We are currently finalizing plans for prototypes and remodels

INNOVATE AND EVOLVE STRONG BRANDS

Current Remodel Program at IHOP



Recently launched new remodel program



INNOVATE AND EVOLVE STRONG BRANDS

Focused on Food Made Fresh-to-Order

We're Taking a More Strategic Approach to Breakfast



IhOP HOME OF
Breakfast
All Day

COME TOGETHER
OVER BREAKFAST
@IhOP



INNOVATE AND EVOLVE STRONG BRANDS

Committed to Long-Term Brand Building

Operational Excellence

Remodel Programs

Menu Innovation

Effective Advertising & Media

Digital and Social Marketing

Guest Satisfaction

Global Development by Franchisees



EXTENDING OUR REACH TO CONNECT WITH GUESTS ON VARIOUS LEVELS

- National Television Advertising
- Social and Digital Media Advertising
- Non-Traditional Development
- Domestic and International Development
- Guest Enabling Technology



Sustainable
Sales
and
Traffic
Growth



DINEEQUITY'S GROWTH OBJECTIVES



- Taking a More Strategic Approach to the Breakfast Daypart
- Differentiating IHOP from the Competition
- Rollout of New Remodel Program
- Continually Improving Operations



- Improving Operations
- Accelerated Development
- Guest Enabling Technology
- Reinventing and Differentiating the Brand



- Sustainable Organic Growth
- Expanding our International Presence
- Exploring Strategic Acquisitions
- Maximizing Shareholder Value



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FIRST QUARTER 2016 FINANCIAL RESULTS



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FIRST QUARTER 2016 RESULTS AND HIGHLIGHTS

- **Reported adjusted EPS of \$1.58⁽¹⁾ and GAAP EPS of \$1.37**
- **Generated free cash flow of approximately \$39 million⁽²⁾**, of which approximately \$37 million was returned to shareholders in the form of share repurchases and a first quarter cash dividend combined.
- **Same-restaurant Sales Performance**
 - IHOP's same-restaurant comp sales increased by 1.5%, marking the 12th consecutive quarter of positive same-restaurant sales performance
 - Applebee's same-restaurant comp sales declined by 3.7%
- **IHOP franchisees and area licensees and Applebee's franchisees opened a combined 13 new gross restaurants.**
- **The consolidation of our restaurant support center is yielding the expected results.**
- **Our 11th annual National Pancake Day was a record-breaking event, raising approximately \$4 million for charities.**

⁽¹⁾ See reconciliation of the Company's net income available to common stockholders to net income available to common stockholders, as adjusted for certain items, contained in the first quarter 2016 earnings press release dated May 5, 2016

⁽²⁾ See reconciliation of the Company's cash provided by operating activities to free cash flow contained in the first quarter 2016 earnings press release dated May 5, 2016



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POSITIONED FOR FUTURE SUCCESS



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BUILDING ON OUR ACHIEVEMENTS FOR FUTURE SUCCESS

Focused on key priorities to drive organic growth

- Boldly change the story at Applebee's with the introduction of our hand-cut, wood-fired platform
- Build on IHOP's momentum by further differentiating the brand from the competition
- Collaborate with our franchisees to achieve positive and sustainable sales and traffic at both brands
- Accelerate the pace the of traditional and non-traditional development by our franchisees in domestic and international markets
- Explore strategic acquisitions to leverage our scalable Shared Services platform and purchasing co-op
- Build a more nimble and collaborative organization



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ANNUAL MEETING OF STOCKHOLDERS
MAY 17, 2016



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