

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

FORM 11-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2017

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the transition year from _____ to _____

Commission File No. 1-10275

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Brinker International
6820 LBJ Freeway
Dallas, Texas 75240**

Table of Contents

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	1
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2017 and 2016	2
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2017 and 2016	3
Notes to Financial Statements	4
Supplemental Schedule* - Form 5500 Schedule H, line 4i – Schedule of Assets (Held at End of Year) - December 31, 2017	9
Exhibit 23 - Consent of Independent Registered Public Accounting Firm	11
Exhibit 99 - Certification by Jason Landry, Plan Administrator of the Registrant, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	12

* All other schedules required by Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator of the
Brinker International 401(k) Savings Plan

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of the Brinker International 401(k) Savings Plan (the “Plan”) as of December 31, 2017 and 2016 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes and schedules (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on the Plan’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits include performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplemental Information

The supplemental information in the accompanying schedule of Form 5500, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2017 has been subjected to audit procedures performed in conjunction with the audit of the Plan’s financial statements. The supplemental information is the responsibility of the Plan’s management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Whitley Penn LLP

We have served as the Plan’s auditor since 2007.

Dallas, Texas
June 1, 2018

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**
Statements of Net Assets Available for Benefits
December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Investments – at fair value (Note 3)	\$ 269,704,693	\$ 236,532,521
Receivables:		
Employer contributions	143,559	143,673
Participants' contributions	272,928	277,643
Notes receivable from participants	12,038,074	10,948,688
	<u>12,454,561</u>	<u>11,370,004</u>
Net assets available for benefits	<u>\$ 282,159,254</u>	<u>\$ 247,902,525</u>

See accompanying notes to financial statements.

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2017 and 2016

	2017	2016
Additions:		
Contributions:		
Participants	\$ 16,949,605	\$ 16,617,765
Rollovers	1,162,997	664,342
Employer	9,019,544	8,636,851
	27,132,146	25,918,958
Investment income:		
Net appreciation in fair value of investments	23,887,412	9,558,035
Interest and dividends	15,299,002	8,121,917
	39,186,414	17,679,952
Interest on notes receivable from participants	498,545	450,651
Total additions	66,817,105	44,049,561
Deductions:		
Benefits paid to participants	32,560,376	25,286,817
Net increase	34,256,729	18,762,744
Net assets available for benefits at beginning of year	247,902,525	229,139,781
Net assets available for benefits at end of year	\$ 282,159,254	\$ 247,902,525

See accompanying notes to financial statements.

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2017 and 2016

1. DESCRIPTION OF THE PLAN

The following description of the Brinker International (the “Company” or “Brinker”) 401(k) Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan’s provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

General

The Company originally adopted the Plan effective January 1, 1993. The Plan is a qualified defined contribution retirement plan covering eligible employees as defined below. The Plan was most recently amended and restated in its entirety effective December 1, 2014, primarily for the purpose of incorporating previous Plan amendments and implementing an updated Plan Document. Leased employees, non-US citizens, and union employees without specific contract provisions are not eligible to participate in the Plan.

The investments of the Plan are maintained in a trust (the “Trust”) by Fidelity Management Trust Company (the “Trustee”) and the recordkeeping functions are performed by Fidelity Investments Institutional Operations Company Incorporated (the “Recordkeeper”).

Contributions

An employee may become a participant on the first of the month following the date the employee completes one year of eligible service (at least 1,000 hours) and attains the age of twenty-one. Contributions are subject to Internal Revenue Service (“IRS”) limitations on total annual contributions, as well as plan limitations which stipulate that up to 50% of eligible base compensation including tips and 100% of eligible bonuses, as defined in the Plan, may be contributed to various investment funds on a tax-deferred basis.

The Company matches in cash at a rate of 100% of the first 3% of pay and 50% of the next 2% of pay for a participant’s compensation, as defined in the Plan, up to the maximum deferrable amount allowed by the Internal Revenue Code (“IRC”).

Eligible participants age 50 or older by the end of a calendar year are permitted to make catch-up contributions to the Plan up to the deferral amount allowed by the IRC.

Active hourly-tipped participants may elect to make voluntary after-tax contributions for each pay period under the Plan. The employee contributions may be made only from the participant’s compensation representing tip income that is not paid through the Company’s payroll and may contribute up to 100% of such tip income. An active participant may not make contributions for any period in which such person is not accruing hours of service with the Company.

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**

Notes to Financial Statements

Participants' Accounts

Participant and Company matching contributions are invested in accordance with participants' elections in the following funds:

Fund Options	Primarily invests in:
Fidelity Government Money Market Fund	Money market funds
PIMCO Total Return Fund	Intermediate-term mortgage, corporate, government and foreign bonds
Vanguard Inflation Protected Securities Fund	Intermediate-term government bonds
American Beacon Large Cap Value Fund	Equities of large-cap domestic companies
Fidelity Contrafund	Equities of domestic and foreign companies
American Funds EuroPacific Growth Fund	Equities of foreign companies
Neuberger Berman Genesis Fund	Equities of small-cap domestic companies
Dreyfus/The Boston Company Small Cap Value Fund	Equities of small-cap domestic companies
Fidelity Small Cap Growth Fund	Equities of small-cap domestic companies
Fidelity 500 Index Fund	Equities of companies included in the S&P 500 Index
Fidelity Extended Market Index Fund	Equities of companies included in the Dow Jones U.S. Completion Total Stock Market Index
Fidelity Freedom Funds	Fidelity equity, fixed-income and short-term mutual funds
Brinker Common Stock Fund	Brinker common stock and short-term investments

Participants' accounts are adjusted with the proportionate share of gains or losses generated by their elected investment funds.

Vesting

Participants are immediately vested in both employee and employer matching contributions and the earnings thereon.

Forfeited Accounts

Forfeited account balances are used to reduce Company matching contributions. Forfeited accounts for the years ended December 31, 2017 and 2016 were not significant.

Payment of Benefits

Distributions under the Plan may be made upon a participant's death, disability, retirement, or termination of employment. Actively employed participants may withdraw a portion of their vested account balance due to a financial hardship in accordance with IRS regulations and as defined in the Plan Document. Benefit payments may be made in the form of a single lump sum payment, a direct rollover into an Individual Retirement Account or another qualified plan, or periodic payments, as applicable.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. A participant may have up to two loans outstanding at a time; however, the total outstanding balance of all loans may not exceed the lesser of \$50,000 or 50% of the participant's vested account balance. Loan terms range from six months to 5 years or up to 15 years for the purchase of a primary residence. Maturities range from 2018 through 2032 as of December 31, 2017. The loans are secured by the participant's account and bear interest at a rate of 1% above the prime lending rate which is determined at the end of the month prior to the month in which the loan request is

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**

Notes to Financial Statements

made. Interest rates on outstanding loans ranged from 4.25% to 9.25% as of December 31, 2017 and 2016. Principal and interest payments are made through bi-weekly payroll deductions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Administrative Expenses

The Company pays all administrative expenses related to the Plan for actively employed participants, except for transactional fees related to participant-directed actions on their account which are paid by the participant. Non-employee participants are responsible for the annual administration fees for their accounts.

Investment Valuation and Income Recognition

The Plan's money market funds, mutual funds and Company common stock fund are stated at fair value using quoted market prices. (See Note 3 for additional disclosures).

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Income from investments is recorded as earned on an accrual basis.

Notes Receivable from Participants

Notes receivable from participants are valued at the outstanding principal balance, which represents the exit value upon collection, either by repayment or by deemed distribution if not repaid.

Payment of Benefits

Benefits are recorded when paid.

Contributions

Participant and employer contributions are accrued in the period that payroll deductions are made from plan participants in accordance with salary deferral agreements and as such, become obligations of the Company and assets of the Plan.

3. FAIR VALUE MEASUREMENTS

U.S. GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined are as follows:

- Level 1 – observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.
- Level 2 – observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.
- Level 3 – inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**

Notes to Financial Statements

The methodologies used to measure the fair value of each major category of investments are as follows:

- Money Market funds are valued based on the short-term cash component as of the measurement date and classified within Level 1 of the valuation hierarchy.
- Mutual funds are valued at the total market value of the underlying assets provided by the trustee of the Plan and are classified within Level 1 of the valuation hierarchy.
- Brinker common stock fund is valued at the combined market value of the underlying stock based upon the closing price of the stock on its primary exchange times the number of shares held and the short-term cash component as of the measurement date and classified within Level 1 of the valuation hierarchy.

These methodologies were consistently applied as of December 31, 2017 and 2016.

The following table presents the fair value of financial instruments as of December 31, 2017 and 2016 by type of asset. The Plan has no investments that are classified as Level 2 or Level 3 as of December 31, 2017 and 2016.

	2017	2016
Money market	\$ 9,252,687	\$ 11,241,094
Mutual funds	243,648,950	202,811,817
Brinker common stock fund	16,803,056	22,479,610
Total investments at fair value	<u>\$ 269,704,693</u>	<u>\$ 236,532,521</u>

4. RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments consist of common stock of the Company and money market and mutual funds managed by the Trustee. Transactions involving these investments, as well as loans made to participants, qualify as party-in-interest transactions. All of these party-in-interest transactions are exempt from the prohibited transaction rules.

5. CONCENTRATION

At December 31, 2017 and 2016, the Brinker common stock fund approximated \$16.8 million and \$22.5 million, respectively, and represented approximately 6.2% and 9.5%, respectively, of the Plan's total investments at fair value.

6. PLAN TERMINATION

Although it has no present intention to do so, the Company may terminate the Plan at any time subject to the provisions of ERISA.

7. INCOME TAX STATUS

In December 2011, the Plan adopted a volume submitter plan document. The sponsor of the volume submitter plan document has received an advisory letter from the IRS dated March 31, 2014, stating that the form of the underlying volume submitter document is qualified under Section 401 of the IRC and that any employer adopting this form of the plan will be considered to have a plan qualified under Section 401(a) of the IRC. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualified status. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan is qualified and the related Trust is tax-exempt as of the financial statement date.

8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. It is not possible

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**

Notes to Financial Statements

at this time to reasonably estimate the possible loss or range of loss, if any. We further caution that it is not possible to see all such factors, and you should not consider the identified factors as a complete list of all risks and uncertainties.

9. SUBSEQUENT EVENTS

In preparing the accompanying financial statements, management of the Plan has evaluated all subsequent events and transactions for potential recognition or disclosure through June 1, 2018, the date the financial statements were available for issuance.

EIN: 75-2354902
PLAN # 001

**BRINKER INTERNATIONAL
401(K) SAVINGS PLAN**

**Form 5500 Schedule H, line 4i – Schedule of Assets (Held at End of Year)
December 31, 2017**

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
Money market:			
	* Fidelity Government Money Market Fund	9,252,687 shares	\$ 9,252,687
Mutual funds:			
	* Fidelity Contrafund	324,349 shares	39,697,130
	* Fidelity 500 Index Fund	217,268 shares	20,303,730
	* Fidelity Freedom 2040 Fund	1,822,659 shares	19,484,228
	* Fidelity Freedom 2035 Fund	1,269,459 shares	19,308,466
	American Funds EuroPacific Growth Fund	311,138 shares	17,467,262
	Neuberger Berman Genesis Fund	280,984 shares	16,145,353
	* Fidelity Freedom 2030 Fund	824,232 shares	14,860,903
	* Fidelity Freedom 2045 Fund	1,136,867 shares	13,767,454
	American Beacon Large Cap Value Fund	429,932 shares	12,532,508
	PIMCO Total Return Fund	1,177,919 shares	12,097,232
	* Fidelity Freedom 2050 Fund	872,975 shares	10,624,106
	* Fidelity Freedom 2025 Fund	728,358 shares	10,473,793
	* Fidelity Small Cap Growth Fund	378,012 shares	9,348,230
	Dreyfus/The Boston Company Small Cap Value Fund	364,238 shares	8,151,642
	* Fidelity Freedom 2020 Fund	313,804 shares	5,193,457
	* Fidelity Freedom 2055 Fund	378,234 shares	5,189,367
	* Fidelity Extended Market Index Fund	48,816 shares	3,029,025
	Vanguard Inflation Protected Securities Fund	67,031 shares	1,715,998
	* Fidelity Freedom 2015 Fund	96,848 shares	1,293,883
	* Fidelity Freedom 2010 Fund	57,805 shares	927,192
	* Fidelity Freedom Income Fund	76,325 shares	897,586
	* Fidelity Freedom 2060 Fund	60,879 shares	743,946
	* Fidelity Freedom 2005 Fund	31,616 shares	396,459
			243,648,950
	* Brinker Common Stock Fund	432,874 shares	16,803,056
	* Participant Loans	Interest rates from 4.25% to 9.25% and maturity dates from 2018 through 2032	12,038,074
	Total		\$ 281,742,767
	* Party-in-interest		

Cost column not required – participant directed

See accompanying report of independent registered public accounting firm.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

BRINKER INTERNATIONAL, INC.
401(K) SAVINGS PLAN

Date: June 1, 2018

By: /s/ Jason Landry
Jason Landry
Plan Administrator

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statement No. 333-125289, No. 333-157050 and No. 333-201929 on Form S-8 of Brinker International, Inc. of our report dated June 1, 2018, with respect to the statements of net assets available for benefits of the Brinker International 401(k) Savings Plan as of December 31, 2017 and 2016, the related statements of changes in net assets available for benefits for the years then ended, and the related supplemental schedule of Schedule H, line 4i- Schedule of Assets (Held at End of Year) as of December 31, 2017, which report appears in the December 31, 2017 annual report on Form 11-K of the Brinker International 401(k) Savings Plan for the year ended December 31, 2017.

/s/ Whitley Penn LLP

Dallas, Texas
June 1, 2018

CERTIFICATION

In connection with the Annual Report of the Brinker International 401(k) Savings Plan (the “Plan”) on Form 11-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jason Landry, Plan Administrator of the Plan, who performs the equivalent to a chief executive officer and chief financial officer of the Plan, hereby certifies, pursuant to 18. U.S.C. Section 1350, that, on the date hereof, (a) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and (b) that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

Date: June 1, 2018

By: /s/ Jason Landry

Jason Landry

Plan Administrator

Brinker International 401(k) Savings Plan