## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPRO	OVAL					
OMB Number:	3235-0287					
Expires:	December 31, 2014					
Estimated average burden						
hours per response	0.5					

1. Name and Address of Reporting Person* MSD CAPITAL L P		eporting Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol DineEquity, Inc [DIN]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 645 FIFTH AV	(First) /ENUE, 21ST	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/10/2015	(Check all applicable)  X Director 10% Owner  Officer (give Other (specify below)				
(Street) NEW YORK	NY	10022	If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)		Person				

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr.	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
(3)			Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)

1. Title of Derivative Security (Instr. 3)	rivative Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (Dividend Equivalent Rights)	(1)	04/10/2015		A <sup>(1)</sup>		12.474		(1)	(1)	Common Stock	12.474	\$0	1,508.477	ı	See Footnotes <sup>(4)</sup> (5) (6) (7)
Restricted Stock Units (Dividend Equivalent Rights)	(2)	04/10/2015		A <sup>(2)</sup>		10.601		(2)	(2)	Common Stock	10.601	\$0	1,281.968	ı	See Footnotes <sup>(4)</sup> (5) (6) (7)
Restricted Stock Units (Dividend Equivalent Rights)	(3)	04/10/2015		A <sup>(3)</sup>		7.704		(3)	(3)	Common Stock	7.704	\$ 0	931.704	ı	See Footnotes (4) (5) (6) (7)

1. Name and Add	ress of Reporting Pe	rson
(Last)	(Middle)	
645 FIFTH AVENU	JE, 21ST FLOOR	
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Add	ress of Reporting Pe	rson <sup>*</sup>
(Last)	(Middle)	
645 FIFTH AVENU	JE, 21ST FLOOR	
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Add	ress of Reporting Pe	rson <sup>*</sup>
(Last)	(First)	(Middle)
C/O DELL INC., C	NE DELL WAY	
(Street)		
ROUND ROCK	TX	78682
(City)	(State)	(Zip)

## **Explanation of Responses:**

<sup>1.</sup> As previously reported, Howard M. Berk was granted restricted stock units ("RSUs") on February 26, 2013 that will vest on February 26, 2016. Dividend equivalent rights accrued on the previously reported RSUs and will vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.

- 2. As previously reported, Howard M. Berk was granted RSUs on February 25, 2014 that will vest on February 25, 2017. Dividend equivalent rights accrued on the previously reported RSUs and will vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.
- 3. As previously reported, Howard M. Berk was granted RSUs on February 24, 2015 that will vest on February 24, 2018. Dividend equivalent rights accrued on the previously reported RSUs and will vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.
- 4. This statement is jointly filed by and on behalf of each of MSD Capital, L.P. ("MSD Capital"), MSD SBI, L.P. ("MSD SBI") and Michael S. Dell. MSD Capital is the general partner of MSD SBI and may be deemed to beneficially own securities owned by MSD SBI. MSD Capital Management LLC ("MSD Capital Management") is the general partner of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital. Each of Glenn R. Fuhrman and Marc R. Lisker is a manager of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Michael S. Dell is the controlling member of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Each of Messrs. Dell, Fuhrman and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. [footnote cont'd]
- 5. [continuation] Mr. Berk is an employee of MSD Capital and each reporting person may be deemed to beneficially own securities owned by Mr. Berk
- 6. Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
- 7. Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

MSD Capital, L.P. By: MSD Capital Management LLC Its: General Partner By: /s/ 04/13/2015 Marc R. Lisker Name: Marc R. Lisker Title: Manager MSD SBI, L.P. Bv: MSD Capital, L.P. Its: General Partner By: MSD Capital Management LLC Its: 04/13/2015 General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager Michael S. Dell By: /s/ Marc R. Lisker Name: Marc R. 04/13/2015 Lisker Title: Attorney-in-Fact \*\* Signature of Reporting Date Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.