
**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): December 4, 2018

Dine Brands Global, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On December 4, 2018, certain officers of Dine Brands Global, Inc. will present at the 2018 Barclays Eat, Sleep, Play Conference. A copy of the investor presentation to be used 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.dinebrands.com.

The information contained in this Item 7.01, including the related information set forth in the press release attached hereto as an Exhibit and incorporated by reference herein, is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (“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	Investor 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: December 4, 2018

DINE BRANDS GLOBAL, INC.

By: /s/ Thomas H. Song

Thomas H. Song

Chief Financial Officer



Dine Brands Global, Inc.

Investor Presentation
December 2018

Disclosures

Forward-Looking Information:

The content contained in this presentation is as of December 4, 2018. The Company assumes no obligation to update or supplement the information. Statements contained in this presentation may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can identify these forward-looking statements by words such as "may," "will," "would," "should," "could," "expect," "anticipate," "believe," "estimate," "intend," "plan," "goal" 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: general economic conditions; our level of indebtedness; compliance with the terms of our securitized debt; our ability to refinance our current indebtedness or obtain additional financing; our dependence on information technology; potential cyber incidents; the implementation of restaurant development plans; our dependence on our franchisees; the concentration of our Applebee's franchised restaurants in a limited number of franchisees; the financial health of our franchisees; our franchisees' and other licensees' compliance with our quality standards and trademark usage; general risks associated with the restaurant industry; potential harm to our brands' reputation; possible future impairment charges; the effects of tax reform; trading volatility and fluctuations in the price of our stock; our ability to achieve the financial guidance we provide to investors; successful implementation of our business strategy; the availability of suitable locations for new restaurants; shortages or interruptions in the supply or delivery of products from third parties or availability of utilities; the management and forecasting of appropriate inventory levels; development and implementation of innovative marketing and use of social media; changing health or dietary preference of consumers; risks associated with doing business in international markets; the results of litigation and other legal proceedings; third-party claims with respect to intellectual property assets; our ability to attract and retain management and other key employees; compliance with federal, state and local governmental regulations; risks associated with our self-insurance; natural disasters or other series incidents; our success with development initiatives outside of our core business; the adequacy of our internal controls over financial reporting and future changes in accounting standards; and other factors discussed from time to time in the Company's Annual and Quarterly Reports on Forms 10-K and 10-Q and in the Company's other filings with the Securities and Exchange Commission. The forward-looking statements contained in this release are made as of the date hereof and the Company does not intend to, nor does it assume any obligation to, update or supplement any forward-looking statements after the date hereof to reflect actual results or future events or circumstances.

Non-GAAP Financial Measures:

This content includes references to the Company's non-GAAP financial measure "Adjusted free cash flow." "Adjusted 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 uses adjusted free cash flow in its periodic assessments of, among other things, the amount of cash dividends per share of common stock and repurchases of common stock and we believe it is important for investors to have the same measure used by management for that purpose. Adjusted free cash flow does not represent residual cash flow available for discretionary purposes. Additionally, "Adjusted EPS" is one of the metrics used in determining payouts under the Company's annual cash incentive plan. "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. This content refers to the Company's non-GAAP financial measure "EBITDA." The Company defines "EBITDA" for a given period as income before income taxes less interest expense, loss on extinguishment of debt, depreciation and amortization, closure and impairment charges, non-cash stock-based compensation, gain or loss on disposition of assets and other charge backs that may be permitted under its securitization loan agreement. Management may use certain of these non-GAAP financial measures along with the corresponding U.S. GAAP measures to evaluate the performance of the business and to make certain business decisions. Management believes that these non-GAAP financial measures provide additional meaningful information that should be considered when assessing the business and the Company's performance compared to prior periods and the marketplace. Adjusted free cash flow, adjusted EPS and EBITDA 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 U.S. GAAP. The Company does not provide a GAAP equivalent or non-GAAP reconciliation for 2022 guidance due to the uncertainty associated with the metrics used to calculate such reconciliations, including the fluctuation and uncertainty in Company revenues and sales performance at our IHOP and Applebee's restaurants.

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■ Business Overview

- Two iconic brands - IHOP and Applebee's
- 3,650+ restaurants
- 2017 system sales of \$7.4 billion⁽¹⁾
- #1 in U.S. Family and Casual dining⁽²⁾
- 100% franchised model⁽³⁾
- 2017 revenue of \$738mm⁽⁴⁾ and EBITDA of \$224mm⁽⁵⁾
- Industry-leading margins and significant cash generation⁽⁶⁾
- Expanding international presence



⁽¹⁾ Company's Form 10-K for fiscal 2017

⁽²⁾ Annual ranking Nation's Restaurant News, "Top 200", June 18, 2018

⁽³⁾ On October 19, 2018, the Company signed an asset purchase agreement to acquire 69 Applebee's restaurants from a franchisee with the intent to rebrand them at the appropriate time.

⁽⁴⁾ Includes IHOP and Applebee's advertising revenue to reflect the impact of ASC 606

⁽⁵⁾ See Appendix for reconciliation of the Company's income before taxes to EBITDA

⁽⁶⁾ Data from FactSet

■ Commitment to Success

- We are implementing a plan to return to growth at both brands
- We continue to pursue cost optimization opportunities
- We are committed to making the necessary investments to further strengthen the business for the long-term
- We expect to generate substantial adjusted free cash flow and earnings going forward
- We are excited about the future



OUR GOAL IS TO CREATE SIGNIFICANT FUTURE VALUE FOR SHAREHOLDERS



■ Investment Highlights

- Significant Scale in the U.S.
- Robust EBITDA Margins
- Substantial Adjusted Cash Flow Generation
- 100% Franchised Model⁽¹⁾ with Strong and Improving Franchisee Base
- Leader in U.S. Family and Casual Dining⁽²⁾
- History of Significant Capital Return
- New Strategy, Culture and Philosophy
- Favorable Guest Dynamics



⁽¹⁾ On October 19, 2018, the Company signed an asset purchase agreement to acquire 69 Applebee's restaurants from a franchisee with the intent to rebrand them at the appropriate time

⁽²⁾ Annual ranking Nation's Restaurant News, "Top 200", June 18, 2018

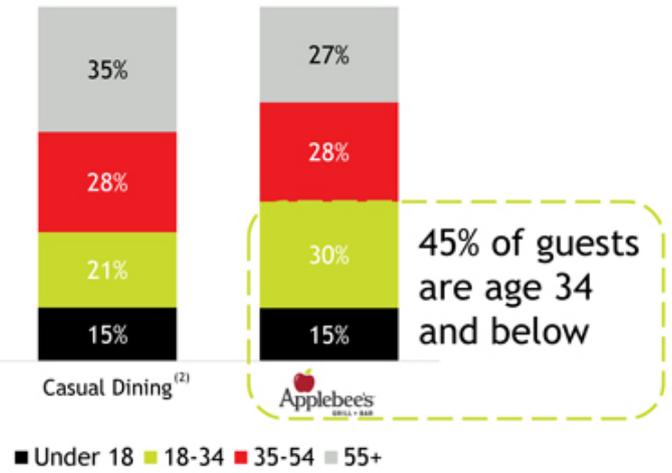
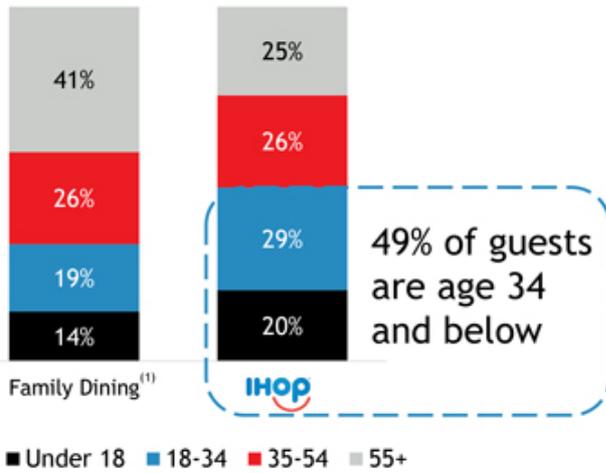
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Dine Brands Overview

Favorable Guest Dynamics

IHOP GUEST AGE DEMOGRAPHICS

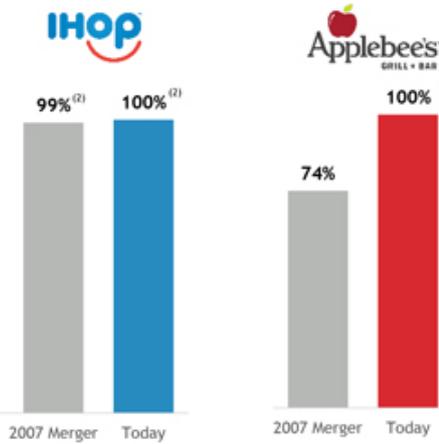
APPLEBEE'S GUEST AGE DEMOGRAPHICS



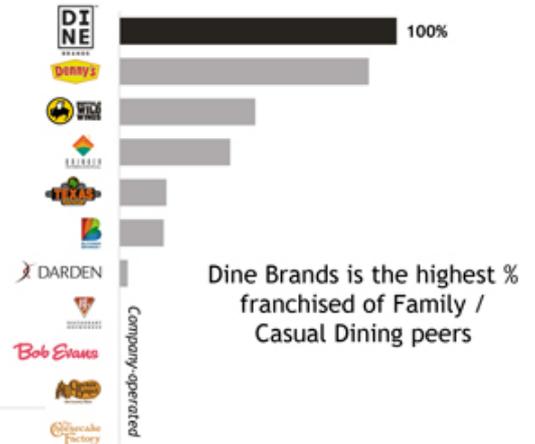
Source: NPD Consumer Reports on Eating Share Trends (CREST)
 (1) Includes Denny's, Cracker Barrel, Bob Evans and Panera
 (2) Includes Chili's, Ruby Tuesday, TGI Fridays, Outback and Olive Garden

100% Franchised Model⁽¹⁾

% FRANCHISED TODAY
VS. AT 2007 MERGER



% FRANCHISED VS.
FAMILY/CASUAL DINING PEERS⁽²⁾



(1) On October 19, 2018, the Company signed an asset purchase agreement to acquire 69 Applebee's restaurants from a franchisee with the intent to rebrand them at the appropriate time.
 (2) Includes restaurants operated by area licensees
 (3) Public company 10-K filings
 Source: Company's Form 10-K filings, earnings press releases and internal Company data

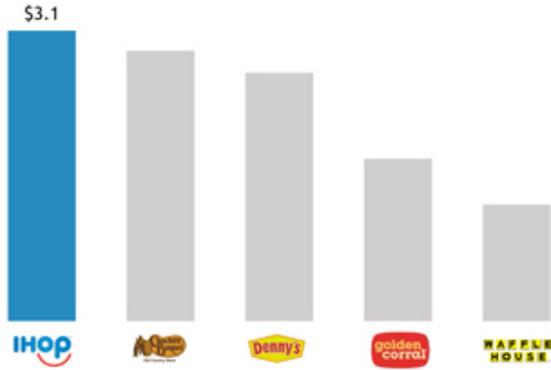


Overview

Leader in Family Dining for the Last 11 Years

2017 SYSTEM-WIDE SALES VS. PEERS

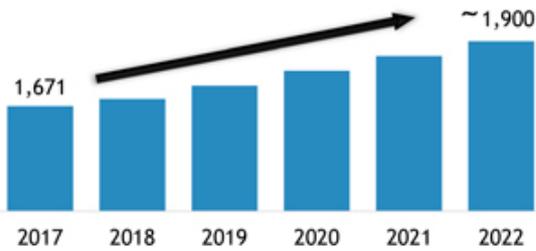
#1 in U.S. System Sales⁽¹⁾



⁽¹⁾ Annual ranking by Nation's Restaurant News, "Top 200," June 18, 2018 issue (IHOP rank based on latest fiscal year U.S. system-wide sales in the family dining category).



Consistent Restaurant Development Growth



- Continued net domestic development growth
- Non-traditional and small formats
- Significant growth opportunities in urban/rural areas



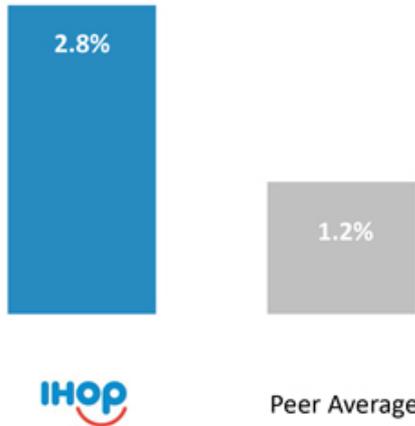
Source: Company's fiscal 2017 Form 10-K filing and Company projections.



Historical Performance vs. Peer Average

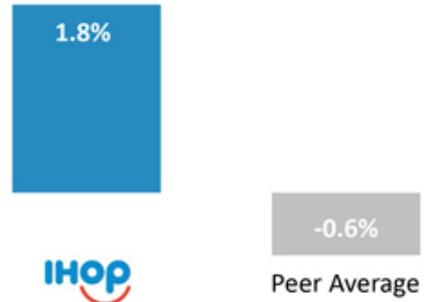
SYSTEM SALES GROWTH

CAGR 2013-2018 (September) ⁽¹⁾



NET UNIT GROWTH

CAGR 2013-2018 (Spring 2018)⁽²⁾



Peer Average



Peer Average



(1) NPD
(2) NPD Recount
Peer average comprised of Bob Evans, Cracker Barrel and Denny's
Source: NPD Crest through the five-year period ended September 30, 2018

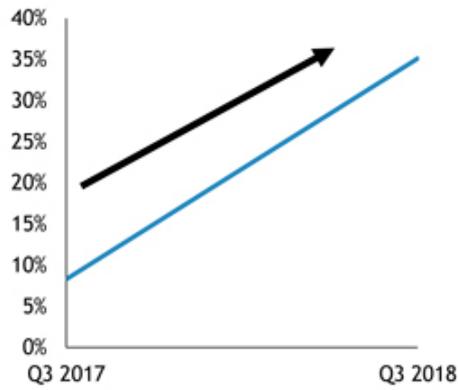


Growing Our Off-Premise Business

TO-GO AND DELIVERY BUSINESSES TO DRIVE SIGNIFICANT FUTURE GROWTH

AVERAGE CHECK FOR ONLINE ORDERS 29% HIGHER THAN CALL-IN

OFF-PREMISE COMP SALES



OFF-PREMISE AVERAGE CHECK



Source: Internal Company data



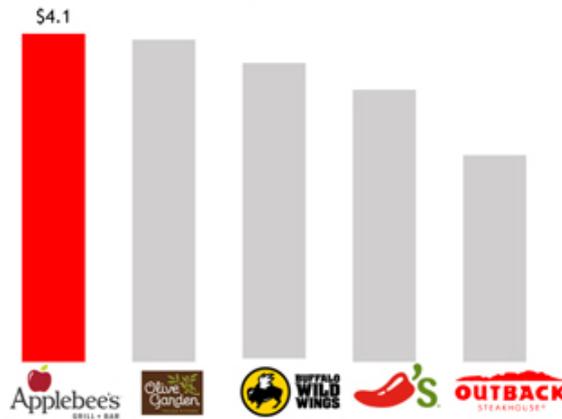


Overview

Leader in Casual Dining for the Last 11 Years

2017 SYSTEM-WIDE SALES VS. PEERS

#1 in U.S. System Sales⁽¹⁾

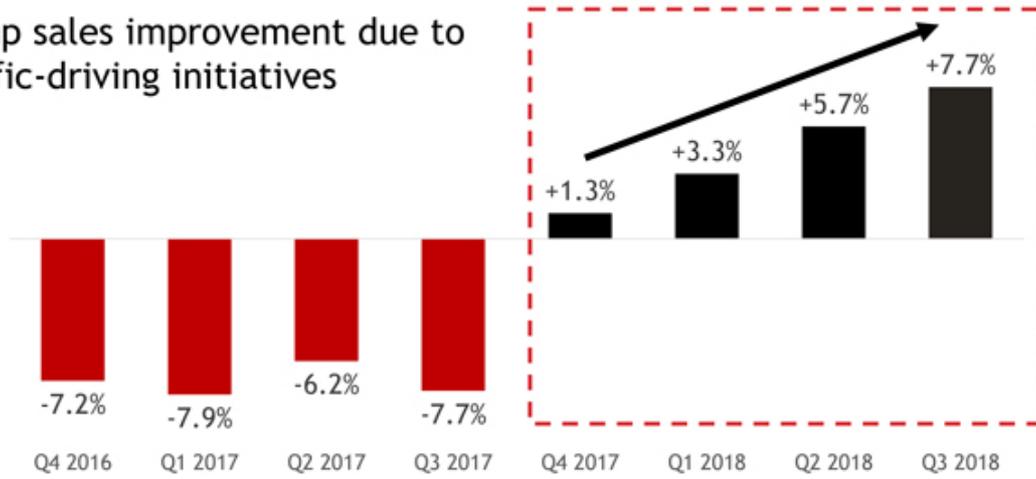


⁽¹⁾ Annual ranking by Nation's Restaurant News, "Top 200," June 18, 2018 issue (Applebee's rank based on latest fiscal year U.S. system-wide sales in the casual dining category).



Applebee's Quarterly Comp Sales Improvement

- Comp sales improvement due to traffic-driving initiatives

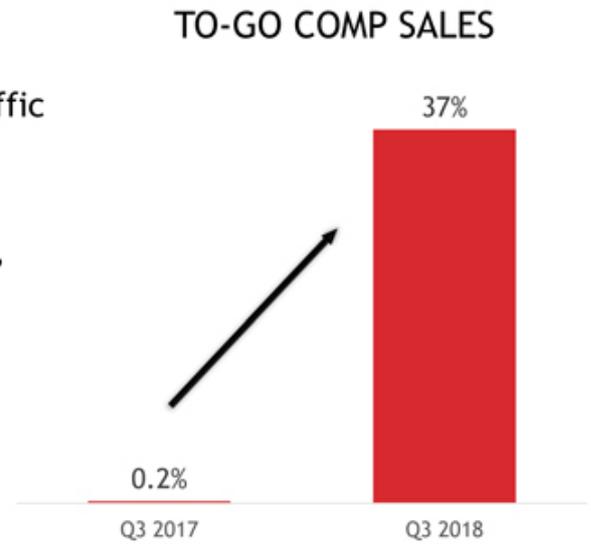


What's Changed at Applebee's?

- Menu improvements, which provide our guests with abundant value and variety
- Enhancing our guest demographic
- Enhanced relevance, appeal and health of the brand
- Dramatically improved overall guest satisfaction scores⁽¹⁾
 - All-time high overall guest satisfaction score achieved in Q3 2018
 - Scores improved sequentially each month year-to-date through Q3 2018
- Strong growth in our highly incremental off-premise business

Off-Premise Relevance

- Sustainable off-premise growth driven by traffic
- Growth engine, highly incremental
- Ongoing optimization (technology, packaging, service)
- Best-positioned brand in CDR
- Actively implementing delivery



Buzzworthy Social Media-Driven Drink Promotions



DINE
BRANDS

Applebee's
GRILL + BAR

Strong Asset Base



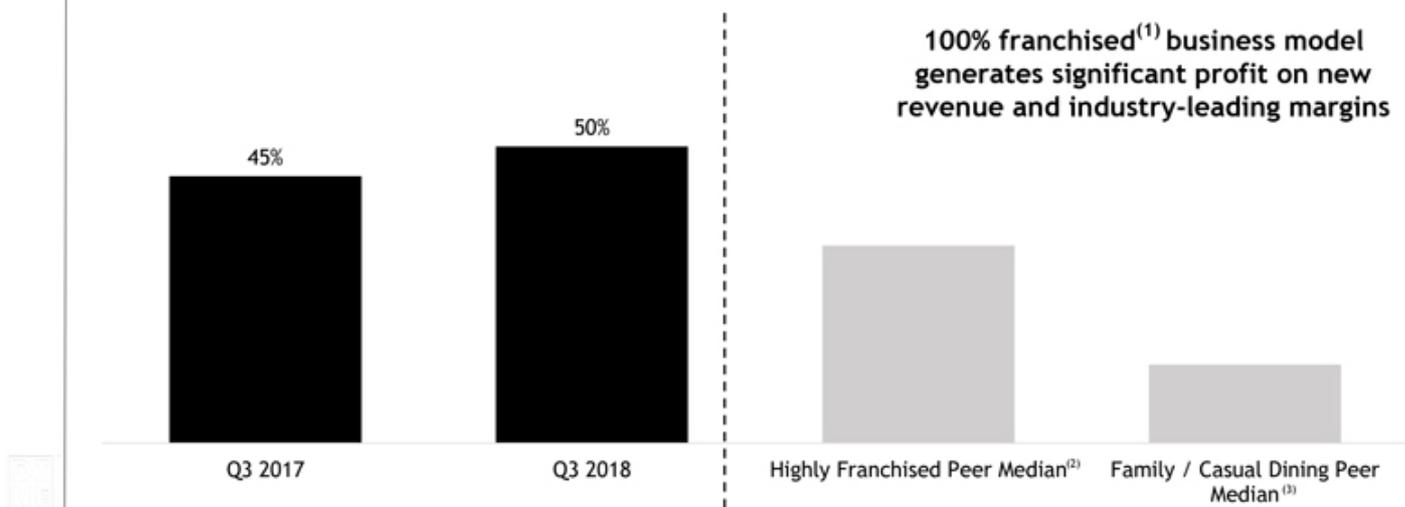
- 92% of restaurants remodeled between 2012-2015
- Closing under-performing, non-viable restaurants
- Expect to begin traditional and non-traditional development again in 2019
- Our growth plans have resulted in a stronger asset base





Financial Overview

Adjusted EBITDA Margin Improvement



Source: FactSet, Company's Form 10-Q filings for the three months ended September 30, 2017 and September 30, 2018, respectively.

Note: Excludes advertising revenue. See Appendix for reconciliation of non-GAAP financial measures.

⁽¹⁾ On October 19, 2018, the Company signed an asset purchase agreement to acquire 69 Applebee's restaurants from a franchisee with the intent to rebrand them at the appropriate time.

⁽²⁾ Highly Franchised peers include Denny's, Domino's, Dunkin', Restaurant Brands International, Wendy's, Sonic, Jack in the Box and Papa John's.

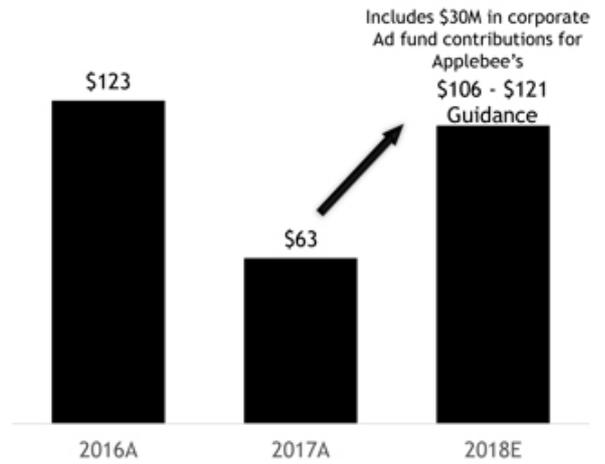
⁽³⁾ Family / Casual Dining peers include Darden, Cracker Barrel, Brinker, Texas Roadhouse, Bloomin', Cheesecake Factory, Buffalo Wild Wings, BJ's, and Red Robin.

Substantial Cash Flow Generation

- Investment to drive growth at both brands
- Attractive capital return to shareholders
- Minimal capex requirements

**FULLY-FRANCHISED⁽¹⁾ AND ASSET-LITE
MODEL GENERATES SUBSTANTIAL
ADJUSTED FREE CASH FLOW**

ADJUSTED FREE CASH FLOW⁽²⁾ (\$mm)



⁽¹⁾ On October 19, 2018, the Company signed an asset purchase agreement to acquire 69 Applebee's restaurants from a franchisee with the intent to rebrand them at the appropriate time.
⁽²⁾ See appendix for reconciliation of the Company's cash provided by operating activities to adjusted free cash flow
 Source: Company's Form 10-K filings for fiscal years 2016 and 2017, and Company projections

■ History of Significant Capital Return

- Shareholder-friendly capital return policy via dividends and share repurchases
- Quarterly cash dividend of \$0.63 per share in Q3 2018 (implied yield of ~2.8%⁽¹⁾, attractive vs. industry peers)
- Returned an average of nearly \$100 million to shareholders each year since 2013 through Q3 2018

SINCE LAUNCHING ITS CURRENT CAPITAL RETURN STRATEGY IN 2013, DINE HAS RETURNED ~\$568 MILLION TO SHAREHOLDERS THROUGH CASH DIVIDENDS AND SHARE REPURCHASES COMBINED



Source: Company's Form 10-K filings for fiscal years 2013-2017 and Form 10-Q filing for the fiscal third quarter ended September 30, 2018

⁽¹⁾Based on the closing price of the Company's common stock on the New York Stock Exchange on November 29, 2018.

Projected Annual Shareholder Growth Algorithm

WE ARE
COMMITTED TO
CREATING
SIGNIFICANT
FUTURE VALUE
FOR
SHAREHOLDERS

ADJUSTED EPS
GROWTH⁽¹⁾

High
teens

DIVIDEND
YIELD

+ ~2.8%⁽²⁾

=

EXPECTED TOTAL
SHAREHOLDER
RETURN

20%+



⁽¹⁾ Company's internal data and projections for compound annual growth rate between fiscal 2017 and fiscal 2022.
⁽²⁾ Based on the closing price of the Company's common stock on the New York Stock Exchange on November 29, 2018.

■ Commitment to Success

- We are implementing a plan to return to growth at both brands
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- We expect to generate substantial cash flow and earnings going forward
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Dine Brands Global, Inc.



Appendix

Appendix: Adjusted Free Cash Flow

Adjusted free cash flow is a non-GAAP financial measure. Reconciliation of the cash provided by operating activities to adjusted free cash flow is as follows:

(\$ in 000s)		
	2016	2017
Cash flows provided by operating activities	\$118,110	\$65,733
Receipts from notes and equipment contracts receivable	\$10,036	\$10,614
Additions to property and equipment	(\$5,637)	(\$13,370)
Adjusted free cash flow	\$122,509	\$62,977

2018 Adjusted Free Cash Flow (Non-GAAP) Guidance Table

	(In millions)
Cash flows from operations	\$105 – \$120
Approximate net receipts from notes and equipment contracts receivable	15
Approximate capital expenditures	(14)
Adjusted free cash flow (Non-GAAP)	\$106 – \$121



Source: Company Form 10-K filings and earnings press releases
See non-GAAP financial measures disclosure

Appendix: Adjusted Earnings per Share

Adjusted earnings per share is a non-GAAP financial measure. Reconciliation of net income available to common stockholders to the diluted net income available to common stockholders, as adjusted, is as follows:

2017 Net Income Available to Common Stockholders

Net income (loss) available to common stockholders, as reported	(\$18.28)
Impairment of goodwill and intangible assets	\$26.25
Executive separation costs	\$0.31
Kansas City Support Center consolidation costs	-
Amortization of intangible assets	\$0.35
Closure and other impairment charges	\$0.14
Non-cash interest expense	\$0.12
Loss (gain) on disposition of assets	(\$0.22)
Income tax adjustments	(\$4.07)
Net income allocated to unvested participating restricted stock	(\$0.46)
Rounding	\$0.01
Diluted net income available to common stockholders per share as adjusted	\$4.15

2018 Adjusted earnings per diluted share (Non-GAAP) Guidance Table

GAAP earnings per diluted share	\$4.08 – \$4.23
Closure and impairment charges	0.11
Amortization of intangible assets	0.56
Non-cash interest expense	0.22
Gain on disposition of assets	(0.09)
Debt refinancing costs	0.14
Income tax provision for above adjustments at 26%	(0.24)
Income tax adjustments	0.32
Adjusted earnings per diluted share (Non-GAAP)	\$5.10 – \$5.25



Source: Company's fiscal 2017 earnings press releases dated February 20, 2018 and October 31, 2018
See non-GAAP financial measures disclosure

Appendix: EBITDA

Reconciliation of U.S. GAAP income before taxes to EBITDA

(\$ in thousands)	Q3 2017*	Q3 2018
Total revenue	\$174,903	\$194,099
Excluding advertising revenue	(56,218)	(71,017)
Adjusted revenue	\$118,685	\$123,082
Adjusted EBITDA:		
Income (loss) before taxes	(\$506,291)	\$31,247
Interest expense	17,999	17,837
Other taxes	99	125
Depreciation & amortization	7,631	7,888
Loss on debt extinguishment	-	868
Debt refinancing costs		1,644
Closure & impairment charges	532,522	217
(Gain)/loss on disposal of assets	(34)	(59)
Stock-based compensation	1,260	2,375
Adjusted EBITDA	\$53,186	\$62,143
EBITDA margin as of % of adjusted revenue	45%	50%

* Restated for ASC 606



Definitions of all components used in calculating the above ratios are found in the Base Indenture and the related Series 2014-1 Supplement to the Base Indenture, dated September 30, 2014, filed as Exhibits 4.1 and 4.2, respectively, to our Current Report on Form 8-K filed on October 3, 2014.