| SEC For | | ٨ | | стат | E | SECI | IDI. | | | אבו | (CF | | COM | MISSI | | | | |
|---|----------------------------|--|--|---|--|----------|--|--|------------------------|----------------|--|-----------------|--|--|--|---------------|---|---|
| FORM 4 | | | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | | | | | OMB APPROVAL | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | | | STATE | F CHANGES IN BENEFICIAL OWNER nt to Section 16(a) of the Securities Exchange Act of 1934 | | | | | | | | RSHI | OMB Number: 323 Estimated average burden hours per response: | | | | | |
| or Sec | | | | | | ction 30 | tion 30(h) of the Investment Company Act of 1940 | | | | | | | | | f Reporting | Person(s) tr | |
| 1. Name and Address of Reporting Person <u>MSD CAPITAL L P</u> | | | | | Dine Brands Global, Inc. [DIN] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
| (Last) ONE VA | | First) Γ AVENUE, 261 | (Middle) I'H FLOOR | | 3. Date of Earliest Transaction (Month/Day/Year) 03/03/2023 | | | | | | | | Officer (give title Other (specify below) below) | | | | | |
| (Street) | | | | — ŀ | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Ind Line) | | | | | | | | | | Individual or Joint/Group Filing (Check Applicable | | | |
| NEW YORK NY | | | 10017 | _ | Form f | | | | | | | | | | filed by One Reporting Person filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | |
| Table I - Non-Derivative S 1. Title of Security (Instr. 3) 2. Transaction | | | | | ecurities Acquired, Disposed of, or Benefic 2A. Deemed Execution Date, 3. Transaction Disposed Of (D) (Instr. 3, 4. | | | | | | | | · · · · · · · · · · · · · · · · · · · | | | | | |
| | | | Date (Month | | ıy/Year) | if any | (Month/Day/Yea | | ransac ode (Ir) | ction nstr. | (A) or [| | (Instr. 3, 4 | | Securities Beneficially Owned Following Reported | | Form: Direc (D) or Indire (I) (Instr. 4) | t Indirect |
| | | | | | | | | | | v | | | | Price Transaction(s (Instr. 3 and 4 | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security | | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. r) 8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | nd | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price o Derivativ Security (Instr. 5) | e deriv Secu Bene Owne Follo Repo Trans | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Inc | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisat | | | tion | Title | Amount or Number of Shares | | | | | |
| Restricted Stock Units (Dividend Equivalent Rights) | (1) | 03/03/2023 | | A ⁽¹⁾ | | 1,602 | | (1) | | (1) | | Common Stock | 1,602 | \$0.00 | | 1,602 | I | See Footnotes ⁽²⁾⁽³⁾ (4)(5) |
| 1. Name and Address of Reporting Person* <u>MSD CAPITAL L P</u> | | | | | | | | <u> </u> | | | | | 1 | 1 | | | I | L |
| (Last) (First) (Middle) ONE VANDERBILT AVENUE, 26TH FLOOR | | | | | | | | | | | | | | | | | | |
| (Street) | | | | | | | | | | | | | | | | | | |
| NEW YORK NY | | 10017 | | | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | |
| | nd Address of Rock Inve | | | | | | | | | | | | | | | | | |
| (Last) (First) (Middle) ONE VANDERBILT AVENUE, 26TH FLOOR | | | | | | | | | | | | | | | | | | |
| (Street) NEW YORK | | NY 10017 | | | | | | | | | | | | | | | | |
| (City) (State) | | (State) | (Zip) | | | | | | | | | | | | | | | |
| 1. Name and Address of Reporting Person [*] DELL MICHAEL S | | | | | | | | | | | | | | | | | | |
| (Last) (First) ONE DELL WAY | | (First) | (Middle) | | | | | | | | | | | | | | | |
| (Street) ROUND ROCK TX | | | 78682 | | | | | | | | | | | | | | | |

(City)

(State)

(Zip)

Explanation of Responses:

1. On March 3, 2023, Howard M. Berk received 1,602 Restricted Stock Units ("RSUs") all of which will be settled upon vesting in shares of common stock of the issuer. The RSUs are subject to forfeiture and restrictions and will vest on March 3, 2024 if Mr. Berk continues to serve as a member of the issuer's board of directors until such date.

2. This statement is jointly filed by and on behalf of each of MSD Capital, L.P. ("MSD Capital"), Coral Rock Investments, L.P. ("Coral Rock") and Michael S. Dell. MSD Capital is the general partner of Coral Rock and may be deemed to beneficially own securities owned by Coral Rock. 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 and may be deemed to beneficially own securities owned by MSD Capital Management. But is a manager of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. But is the controlling member 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, Lemkau and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. [footnote cont']

3. [continuation] Mr. Berk is a representative of MSD Capital and each reporting person may be deemed to beneficially own securities owned by Mr. Berk.

4. 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.

5. 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.

Remarks:

MSD Capital, L.P. By: MSD Capital Management LLC Its: 03/15/2023 General Partner By: /s/ Marc R. Lisker Title: Manager Coral Rock Investments, L.P. By: MSD Capital, L.P. Its: General Partner By: MSD 03/15/2023 Capital Management LLC Its: General Partner By: /s/ Marc R. Lisker Title: Manager Michael S. Dell By: /s/ Marc R. 03/15/2023 Lisker Title: Attorney-in-Fact ** Signature of Reporting Person Date

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.