
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Dine Brands Global, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
450 North Brand Boulevard
Glendale, California
(Address of Principal Executive Offices)

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

91203
(Zip Code)

Dine Brands Global, Inc. 2019 Stock Incentive Plan
(Full Title of the Plan)

Christine K. Son
Senior Vice President, Legal, General Counsel and Secretary
Dine Brands Global, Inc.
450 North Brand Boulevard
Glendale, California 91203-1903
(Name and address of agent for service)
(818) 240-6055
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

NOTE

INFORMATION REQUIRED PURSUANT TO *GENERAL INSTRUCTION E* TO FORM S-8

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Dine Brands Global, Inc. (the “Corporation”), relating to 2,020,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”), issuable to eligible employees, non-employee directors, consultants, independent contractors and agents of the Corporation and its affiliates under the Dine Brands Global, Inc. 2019 Stock Incentive Plan (as amended and restated effective May 12, 2022) (the “Plan”). The Corporation filed with the Securities and Exchange Commission (the “Commission”) on May 14, 2019 a Registration Statement on Form S-8 (Registration No. 333-231473) relating to shares of Common Stock issuable to eligible employees, non-employee directors, consultants, independent contractors and agents of the Corporation and its affiliates under the Plan (the “Prior Registration Statement”). The Prior Registration Statement is currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

Part II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents of the Registrant filed with the Securities and Exchange Commission (the “Commission”) are incorporated by reference herein:

- (a) Annual Report on [Form 10-K](#) for the fiscal year ended January 1, 2023, filed on March 1, 2023;
- (b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) between January 1, 2023 and the date of the filing of this Registration Statement (in each case, to the extent the information therein has been filed and not “furnished”); and
- (c) The description of Registrant’s common stock contained in the Registrant’s Registration Statement on [Form S-3](#) (Registration No. 333-160836) originally filed with the Commission on July 28, 2009, including any amendment filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold are deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained herein or in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement or the related prospectus to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<u>Restated Certificate of Incorporation of Dine Brands Global, Inc. (Exhibit 3.1 to Registrant's Form 10-K filed on February 20, 2018 is incorporated herein by reference).</u>
4.2	<u>Certificate of Amendment to Restated Certificate of Incorporation of Dine Brands Global, Inc. (Exhibit 3.1 to Registrant's Form 8-K filed on May 14, 2019 is incorporated herein by reference).</u>
4.3	<u>Amended and Restated Bylaws of Dine Brands Global, Inc. (Exhibit 3.1 to Registrant's Form 8-K filed on August 26, 2022 is incorporated herein by reference).</u>
4.4	<u>Dine Brands Global, Inc. 2019 Stock Incentive Plan (incorporated by reference to Appendix B to the Registrant's definitive proxy statement filed on March 30, 2022).</u>
5.1*	<u>Opinion of Christine K. Son, as to the legality of the securities being registered</u>
23.1*	<u>Consent of Christine K. Son (included in the opinion filed as Exhibit 5.1)</u>
23.2*	<u>Consent of Independent Registered Public Accounting Firm</u>
24.1*	<u>Powers of Attorney (contained in the signature page to this Registration Statement)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on this 1st day of March, 2023.

DINE BRANDS GLOBAL, INC.

By: /s/ John W. Peyton

Name: John W. Peyton

Title: Chief Executive Officer

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John W. Peyton, Vance Y. Chang and Christine K. Son, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, including any filings under Rule 462 promulgated under the Securities Act, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 1st day of March, 2023.

<u>Signatures</u>	<u>Title</u>
<u>/s/ John W. Peyton</u> John W. Peyton	Chief Executive Officer (Principal Executive Officer), Director
<u>/s/ Vance Y. Chang</u> Vance Y. Chang	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Allison Hall</u> Allison Hall	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Howard M. Berk</u> Howard M. Berk	Director
<u>/s/ Susan M. Collyns</u> Susan M. Collyns	Director
<u>/s/ Richard J. Dahl</u> Richard J. Dahl	Director
<u>/s/ Michael C. Hyter</u> Michael C. Hyter	Director
<u>/s/ Larry A. Kay</u> Larry A. Kay	Director

/s/ Caroline W. Nahas Director
Caroline W. Nahas

/s/ Douglas M. Pasquale Director
Douglas M. Pasquale

/s/ Martha C. Poulter Director
Martha C. Poulter

/s/ Lilian C. Tomovich Director
Lilian C. Tomovich

March 1, 2023

Dine Brands Global, Inc.
450 North Brand Boulevard, 7th Floor
Glendale, California 91203

Re: Dine Brands Global, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 2,020,000 shares (the "Shares") of common stock, par value \$.01 per share ("Common Stock"), of Dine Brands Global, Inc. (the "Corporation") issuable or reserved for issuance under the amendment (the "Amendment") to the Dine Brands Global, Inc. 2019 Stock Incentive Plan (the "Plan").

In connection with this opinion letter, I have examined and am familiar with (i) the Plan, including the Amendment, (ii) the Restated Certificate of Incorporation of the Corporation, as amended, (iii) the Amended Bylaws of the Corporation, (iv) copies of certain resolutions of the Board of Directors of the Corporation relating to, among other things, the Shares, the Amendment, the Plan and the Registration Statement, (v) the form of certificate representing the Common Stock and (vi) such other documents, certificates and records as I have considered necessary or appropriate for purposes of this opinion. In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photostatic copies and the authenticity of the originals of such latter documents. As to any facts material to the opinion expressed herein, I have relied upon oral or written statements and representations of officers and other representatives of the Corporation and others.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been duly authorized for issuance and, assuming the valid issuance of awards pursuant to the Plan (as amended by the Amendment) and the conformity of the certificates representing the Shares to the form thereof examined by me, the Shares will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Christine K. Son

Christine K. Son
Senior Vice President, Legal, General Counsel and Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Dine Brands Global, Inc. 2019 Stock Incentive Plan of our reports dated March 1, 2023, with respect to the consolidated financial statements of Dine Brands Global, Inc. and the effectiveness of internal control over financial reporting of Dine Brands Global, Inc., included in its Annual Report (Form 10-K) for the year ended January 1, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst and Young LLP

Los Angeles, California

March 1, 2023

Calculation of Filing Fee Table

Form S-8 (Form Type)

Dine Brands Global, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$.01 per share	Rule 457(c) and Rule 457(h)	2,020,000(2)	\$77.85	\$157,257,000.00	\$110.20 per \$1,000,000	\$17,329.72
Total Offering Amounts							\$17,329.72
Total Fee Offsets							—
Net Fee Due							\$17,329.72

- (1) This Registration Statement also covers such additional and indeterminate number of shares as may become issuable because of the provisions of the Dine Brands Global, Inc. (the "Corporation") 2019 Stock Incentive Plan (as amended effective May 12, 2022, the "Plan") relating to adjustments for changes resulting from a stock split, stock dividend, recapitalization, reorganization, merger, spin-off or other similar change or event, or an extraordinary cash dividend.
- (2) Represents additional shares of Common Stock authorized to be issued under the Plan as approved by the Corporation's stockholders at the Corporation's Annual Meeting of Stockholders held on May 12, 2022.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the Common Stock on the New York Stock Exchange on February 27, 2023.