
**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): **January 18, 2013**

DineEquity, Inc.

(Exact Name of Registrant as Specified in 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.)

91203-2306
(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))
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Item 7.01. Regulation FD Disclosure.

DineEquity, Inc. (the "Corporation") plans to hold discussions with certain lenders to seek amendments, including a re-pricing, of its senior secured credit facility (the "Credit Facility"). Although the Corporation is currently in compliance with, and expects to continue to be in compliance with, the existing covenants set forth in the Credit Facility, the Corporation would like to amend certain covenants to provide additional flexibility. There can be no assurance that such amendments will be obtained. As of December 31, 2012, the balance of the senior unsecured term loan outstanding under the Credit Facility was \$472 million.

In connection with the discussions, the Corporation plans to disclose to certain lenders pro forma financial information for the twelve months ended September 30, 2012 (the "Pro Forma Financial Information"). The Pro Forma Financial Information is attached to this report as Exhibit 99.1 and is incorporated herein by reference. The Pro Forma Financial Information is unaudited; however, during the course of the preparation of its audited consolidated annual financial statements and related notes for the fiscal year ended December 31, 2012, the Corporation may identify items that require material adjustments to the Pro Forma Financial Information presented in Exhibit 99.1.

The information contained in this Item 7.01, including the related information set forth in the Pro Forma Financial Information attached hereto 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, as amended (the "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	Pro Forma Financial Information for the Twelve Months Ended September 30, 2012

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: January 18, 2013

DINEEQUITY, INC.

By: /s/ Thomas W. Emrey
Thomas W. Emrey
Chief Financial Officer

Pro Forma Adjusted EBITDA Reconciliation

Twelve Months Ended September 30, 2012
(in millions)

	<u>EBITDA</u>	<u>Adjustments (1)</u>	<u>Adjusted EBITDA</u>	<u>Adjustments (2)</u>	<u>Pro Forma Adj. EBITDA</u>
U.S. GAAP income before income taxes	\$ 199.8	\$ 9.0	\$ 208.8	\$ (133.8)	\$ 75.0
Interest charges	137.8	—	137.8	(9.7)	128.1
Loss on extinguishment of debt	8.2	—	8.2	(4.2)	4.0
Depreciation and amortization	42.4	—	42.4	(7.4)	35.0
Non-cash stock-based compensation	11.4	—	11.4	—	11.4
Impairment and closure charges	4.2	—	4.2	—	4.2
Other	5.4	—	5.4	—	5.4
Gain on sale of assets	(111.6)	—	(111.6)	113.4	1.8
EBITDA	\$ 297.6	\$ 9.0	\$ 306.6	\$ (41.7)	\$ 264.9

(1) Adjusted to remove the impact of a non-recurring litigation settlement that occurred in Q3 2012.

(2) To reflect pro forma impact of the franchising of 220 Applebee's company-operated restaurants in the last 12 months (66 sold in Q4 2011, 115 sold YTD through Q3 2012, and 39 sold in October 2012). These adjustments reflect the financial results of these 220 restaurants as if they were operated under a franchise agreement for the 12 months ended September 30, 2012.

Non-GAAP Financial Measures

The Company defines "EBITDA" for a given period as generally accepted accounting principles (GAAP) income before income taxes less interest expense, loss on retirement of debt, depreciation and amortization, non-cash stock-based compensation, impairment and closure charges, gain or loss on disposition of assets and other charge backs as defined by its Credit Agreement.

The Company presents Pro Forma EBITDA to reflect the impact of the refranchising of the refranchising of 220 Applebee's company-operated restaurants (66 sold in Q4 2011, 115 sold year-to-date through September 30, 2012, and 39 sold in October 2012). This impact reflects the Company's financial results as if these 220 restaurants were operated under a franchise agreement for the twelve months ended September 30, 2012.

Management utilizes EBITDA for debt covenant purposes. Management believes this information is helpful to investors to determine the Company's adherence to its debt covenants. EBITDA, Adjusted EBITDA and Pro Forma 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 United States generally accepted accounting principles.