FORM 4	ITED STATES SECURITIES AND EXCHANGE COMMISS	TATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				
Check this box if no	Washington, D.C. 20049		OMB Number:	3235-0287		
Ionger subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI	Expires:	December 31, 2014			
obligations may continue. Filed p	uant to Section 16(a) of the Securities Exchange Act of 193 he Public Utility Holding Company Act of 1935 or Section 30 Investment Company Act of 1940		Estimated avera hours per response	age burden 0.5		
1. Name and Address of Reporting Per MSD CAPITAL L P	DineEquity, Inc [DIN]	5. Relationship Issuer	1 0	Person(s) to		
	3. Date of Earliest Transaction (Month/Day/Year)	(Check all applic X Director	,	0% Owner		
(Last) (First) (Middle 645 FIFTH AVENUE, 21ST FLOOR,		Officer (g title below		Other (specify pelow)		

645 FIFTH AV	/ENUE, 21ST F	LOOR,		title below) below)
(Street) NEW YORK	NY	10022	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person
(City)	(State)	(Zip)		X Form filed by More than One Reporting Person

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr.	2. Transaction Date (Month/Day/Year)	Execution Date,	Transaction Code		4. Secur Acquired Dispose (Instr. 3	d (A) d of	or (D)	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)		

		Table	e II - Derivative (e.g., puts										ned		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	e (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)		and Expi	Exercisable ration Date 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 Exercisab	e Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/24/2015		A		924		(1)	(1)	Common Stock	924	\$ 0	924	1	See Footnotes ⁽¹ (2) (3) (4) (5)
	e and Add	Iress of Repoi	rting Person [*]						•	•		-	-	-	
(Last) 645 FIF	TH AVEN	(First) IUE, 21ST FLC	DOR	(Midd	le)			_							
(Street NEW Y	,	NY		10022	2										
(City)		(State)		(Zip)											
1. Namo MSD S		Iress of Repo	rting Person [*]												
(Last) 645 FIF		(First) IUE, 21ST FLC	DOR	(Midd	le)										
(Street NEW Y	-	NY		10022	2										
(City)		(State)		(Zip)											
	e and Add	Iress of Repoi	rting Person [*]												
(Last) C/O DE	ell inc, c	(First) ONE DELL WA	Y	(Midd	le)										
(Street	t) D ROCK	ТХ		78682	2										
(City)		(State)		(Zip)											

Explanation of Responses:

1. On February 24, 2015, the issuer granted to Howard M. Berk 924 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 February 24, 2018 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"), 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] 3. [continuation] Mr. Berk is an employee 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.

MSD Capital, L.P. By: MSD Capital Management LLC Its: General Partner By: /s/ 02/26/2015 Marc R. Lisker Name: Marc R. Lisker Title: Manager MSD SBI, L.P. By: MSD Capital, L.P. Its: General Partner By: MSD Capital Management LLC Its: 02/26/2015 General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager Michael S. Dell By: /s/ Marc 02/26/2015 R. Lisker Name: Marc R. 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.