
**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): **March 4, 2015**

DineEquity, 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))
-
-

Item 7.01. Regulation FD Disclosure.

Officers of DineEquity, Inc. will present to members of the investment community as part of a non-deal road show program on March 4, 2015 and March 5, 2015. A copy of the investor presentation to be used during these programs 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.dineequity.com.

In accordance with General Instruction B.2 on Form 8-K, the information set forth in this Item 7.01 and the investor presentation attached to this report as Exhibit 99.1 is “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended.

The investor presentation attached hereto as Exhibit 99.1 contains certain statements that may be deemed to be “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You can identify these forward-looking statements by words such as “may,” “will,” “should,” “expect,” “anticipate,” “believe,” “estimate,” “intend,” “plan” 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: the effect of general economic conditions; the Corporation’s indebtedness; risk of future impairment charges; trading volatility and the price of the Corporation’s common stock; the Corporation’s results in any given period differing from guidance provided to the public; the highly competitive nature of the restaurant business; the Corporation’s business strategy failing to achieve anticipated results; risks associated with the restaurant industry; risks associated with locations of current and future restaurants; rising costs for food commodities and utilities; shortages or interruptions in the supply or delivery of food; ineffective marketing and guest relationship initiatives and use of social media; changing health or dietary preferences; our engagement in business in foreign markets; harm to our brands’ reputation; litigation; third-party claims with respect to intellectual property assets; environmental liability; liability relating to employees; failure to comply with applicable laws and regulations; failure to effectively implement restaurant development plans; our dependence upon our franchisees; concentration of Applebee’s franchised restaurants in a limited number of franchisees; credit risk from IHOP franchisees operating under our previous business model; termination or non-renewal of franchise agreements; franchisees breaching their franchise agreements; insolvency proceedings involving franchisees; changes in the number and quality of franchisees; inability of franchisees to fund capital expenditures; heavy dependence on information technology; the occurrence of cyber incidents or a deficiency in our cybersecurity; failure to execute on a business continuity plan; inability to attract and retain talented employees; risks associated with retail brand initiatives; failure of our internal controls; and other factors discussed from time to time in the Corporation’s Annual and Quarterly Reports on Forms 10-K and 10-Q and in the Corporation’s other filings with the Securities and Exchange Commission. The forward-looking statements contained in Exhibit 99.1 are made as of the date of the investor presentation attached to such Exhibit 99.1, and the Corporation assumes no obligation to update or supplement any forward-looking statements.

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: March 4, 2015

DINEEQUITY, INC.

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

Exhibit Index

**Exhibit
Number**

Description

99.1 Investor Presentation

Great franchisees. Great brands.®

dineEquity®

MANAGEMENT PRESENTATION
MARCH 2015

dineEquity®

© 2015 DineEquity, Inc. All rights reserved.



Disclaimer

Forward-Looking Information

Statements contained in this presentation may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by words such as "may," "will," "should," "expect," "anticipate," "believe," "estimate," "intend," "plan" 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: the effect of general economic conditions; the Company's indebtedness; risk of future impairment charges; trading volatility and the price of the Company's common stock; the Company's results in any given period differing from guidance provided to the public; the highly competitive nature of the restaurant business; the Company's business strategy failing to achieve anticipated results; risks associated with the restaurant industry; risks associated with locations of current and future restaurants; rising costs for food commodities and utilities; shortages or interruptions in the supply or delivery of food; ineffective marketing and guest relationship initiatives and use of social media; changing health or dietary preferences; our engagement in business in foreign markets; harm to our brands' reputation; litigation; third-party claims with respect to intellectual property assets; environmental liability; liability relating to employees; failure to comply with applicable laws and regulations; failure to effectively implement restaurant development plans; our dependence upon our franchisees; concentration of Applebee's franchised restaurants in a limited number of franchisees; credit risk from IHOP franchisees operating under our previous business model; termination or non-renewal of franchise agreements; franchisees breaching their franchise agreements; insolvency proceedings involving franchisees; changes in the number and quality of franchisees; inability of franchisees to fund capital expenditures; heavy dependence on information technology; the occurrence of cyber incidents or a deficiency in our cybersecurity; failure to execute on a business continuity plan; inability to attract and retain talented employees; risks associated with retail brand initiatives; failure of our internal controls; 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 presentation are made as of the date hereof and the Company assumes no obligation to update or supplement any forward-looking statements.

Non-GAAP Financial Measures

This presentation includes references to the Company's non-GAAP financial measures "EBITDA" and "free cash flow." 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 as defined by its debt agreement. For fiscal 2014, "Free cash flow" for a given period was defined as cash provided by operating activities, plus receipts from notes and equipment contracts receivable ("long-term notes receivable"), less principal payments on capital lease and financing obligations, the mandatory 1% of Term Loan principal balance repayment, and capital expenditures. For fiscal 2015, "Free cash flow" for a given period is defined as cash provided by operating activities, plus receipts from notes and equipment contracts receivable ("long-term notes receivable"), less capital expenditures. Management utilizes EBITDA for debt covenant purposes and free cash flow to determine the amount of cash remaining for general corporate and strategic purposes and for the return of cash to stockholders pursuant to our capital allocation strategy, after the receipts from long-term receivables, and the funding of operating activities, capital expenditures and debt service. Management believes this information is helpful to investors to determine the Company's adherence to debt covenants and the Company's cash available for these purposes. EBITDA and free cash flow 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.



Management Introduction

Julia Stewart

Chairman and Chief Executive Officer

Tom Emrey

Chief Financial Officer

Gregg Kalvin

Senior Vice President, Corporate Controller



OVERVIEW OF DINEEQUITY

dineEquity

4



Key Highlights of the DineEquity Story

Applebee's and IHOP are two iconic brands with #1 positions in their respective categories for the last seven consecutive years⁽¹⁾

- Both brands outpaced their respective categories in 2014 based on industry sales data
- With more than 3,600 restaurants, DineEquity is one of the largest full-service restaurant companies in the world

Successfully completed a securitization refinancing in 2014

- Locked in an attractive interest rate of 4.28% for the next 7 years
- Annual cash interest savings of \$34 million pre-tax

99% franchised business model generates strong free cash flow with reduced volatility

- Asset-lite franchise business model drives strong, consistent cash flow generation
- DineEquity has reduced its total debt by more than \$1.0 billion since the end of 2007⁽²⁾

Balanced capital allocation strategy and commitment to return substantial cash to shareholders

- Since the initiation of the new capital allocation plan in the first quarter of 2013, DineEquity has returned over \$161 million combined, or 70% of free cash flow, to its shareholders in the form of quarterly cash dividends and share repurchases

Centralized Supply Chain Services (CSCS) – Purchasing co-op mitigates commodity inflation for our brands

- Our purchasing co-op enables franchisees to procure commodities at a lower cost and reduces distribution expenses
- Over the past 6 years, CSCS has generated total net savings and cost avoidances for the Applebee's and IHOP brands of approximately \$215 million

Strong management team with longstanding history at DineEquity and in the restaurant industry

- DineEquity's CEO, Julia Stewart, has over 40 years of experience in the restaurant industry, with more than 16 of those years spent in the Applebee's and IHOP systems

(1) Source: Nation's Restaurant News, "Top 100," June 30, 2014 (Applebee's rank based on 2013 U.S. system-wide sales in the "casual" dining category; IHOP rank based on 2013 U.S. system-wide sales in the "family" dining category).

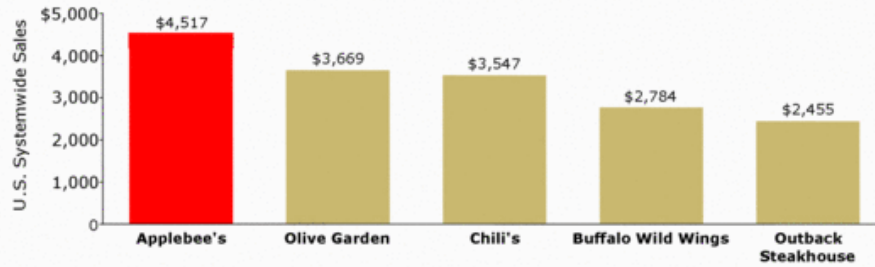
(2) Total Debt includes Long-Term Debt, Capital Lease Obligations, Financing Obligations and Series A Preferred Stock.



Our Brands Lead Their Respective Categories

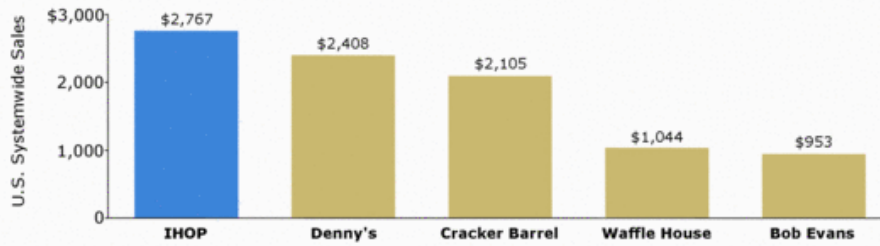
Casual Dining: Domestic System-wide Sales

(\$ in millions)



Family Dining: Domestic System-wide Sales

(\$ in millions)



Source: Nation's Restaurant News, "Top 100," June 30, 2014 (Applebee's rank based on 2013 U.S. system-wide sales in the "casual" dining category; IHOP rank based on 2013 U.S. system-wide sales in the "family" dining category).



Solid Track Record of Delivering What We Promised

DineEquity has delivered on its goals to drive the business forward

Goals	Actions Implemented	Result
Restore same-restaurant sales momentum at both brands	<ul style="list-style-type: none"> Re-engineered the menu to improve sales trends and franchisee profitability Improved operational execution at both Applebee's and IHOP 	<input checked="" type="checkbox"/>
Refranchise the Applebee's system	<ul style="list-style-type: none"> Refranchised 479 Applebee's restaurants since the acquisition Increased the Applebee's system from 74% to 99% franchised 	<input checked="" type="checkbox"/>
Strong free cash flow generation	<ul style="list-style-type: none"> Reduced G&A by more than 24% from \$193 million in 2007 to \$146 million in 2014 <ul style="list-style-type: none"> Implemented a shared services model to be more effective and efficient Reduced capital expenditures by 81% from \$32 million in 2008 to just under \$6 million in 2014 	<input checked="" type="checkbox"/>
Reduction of debt	<ul style="list-style-type: none"> Reduced total debt from \$2.7 billion at December 31, 2007 to \$1.5 billion at December 31, 2014⁽¹⁾ Current securitized debt has a long-term fixed interest rate of 4.28% 	<input checked="" type="checkbox"/>

Source: Company Form 10-K filings

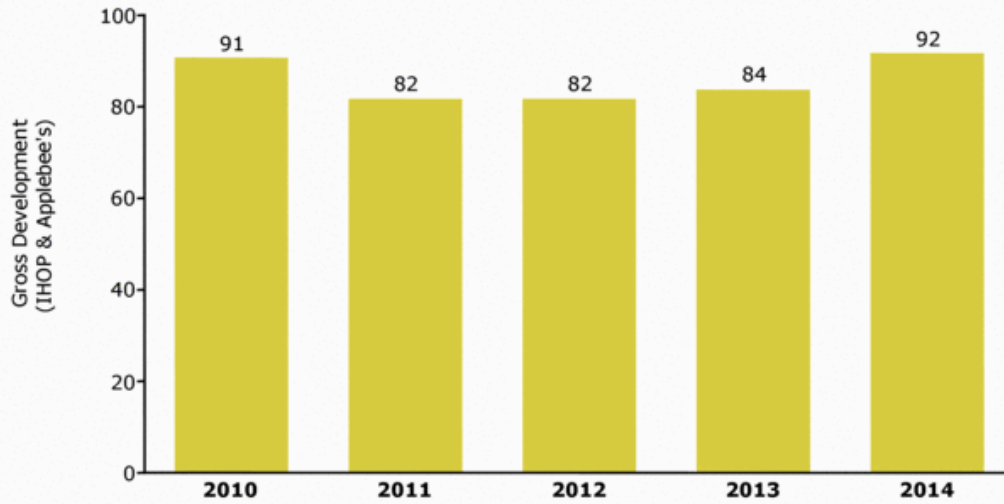
⁽¹⁾ Total Debt includes Long-Term Debt, Capital Lease and Financing Obligations (including current maturities), and Series A Preferred Stock



Consistent Franchisee Development

Strong and stable franchisee development is a key strategic priority

IHOP and Applebee's Consolidated Gross Development 2010-2014



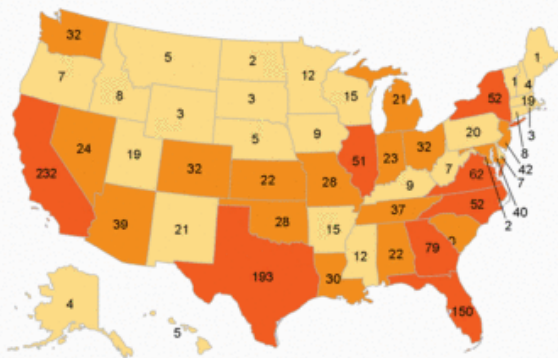
Source: Company Form 10-K filings.

dineEquity



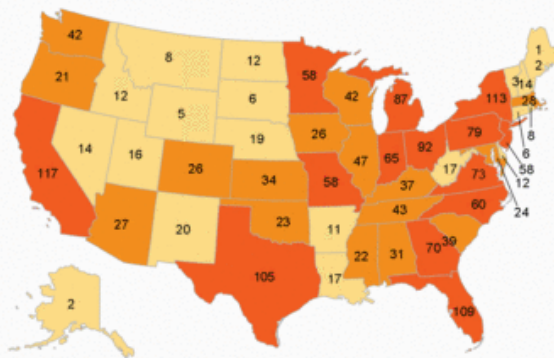
Strong Presence Across All 50 States

Applebee's and IHOP are powerful brands with a strong national presence across the U.S.



- 51 or more locations
- 21 - 50 locations
- 20 or fewer locations

IHOP System December 2014	
Domestic Franchise	1,414
Domestic Area License	154
Company-Owned	11
Total U.S. Locations	1,579
International Franchise	58
International Area License	13
Total Locations	1,650



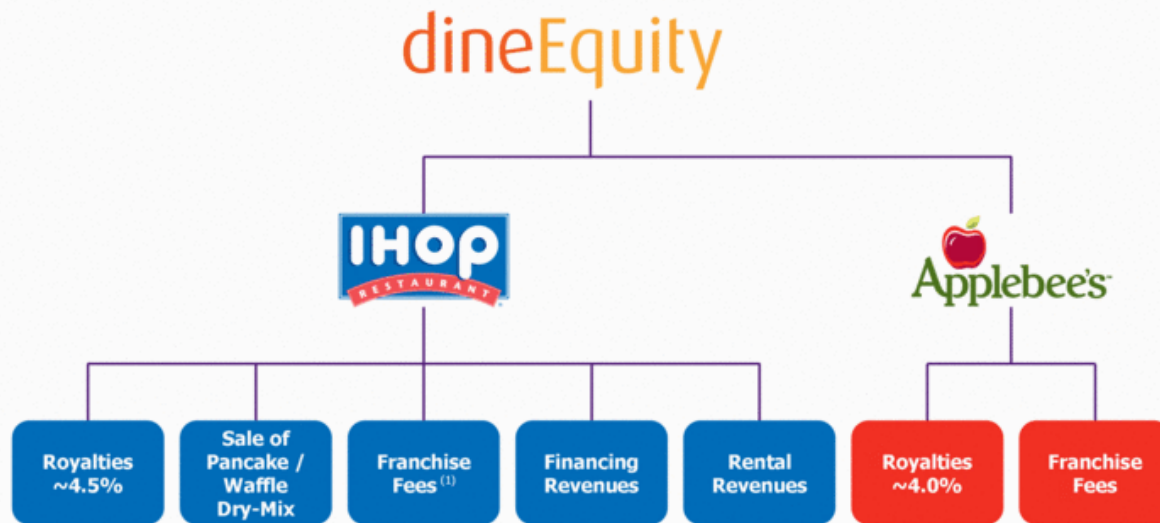
- 51 or more locations
- 21 - 50 locations
- 20 or fewer locations

Applebee's System December 2014	
Domestic Franchise	1,847
Company-Owned	23
Total U.S. Locations	1,870
International Franchise	147
Total Locations	2,017

Source: Company's fiscal 2014 Form 10-K. Data as of December 31, 2014.



DineEquity's Diversified Sources of Revenue



Note: IHOP revenue sources exclude advertising fund contributions from franchisees, which are recognized as revenue and a corresponding expense of franchise operations for accounting purposes.
(1) Includes both a location fee and franchise fee. Varies depending on single or multi-restaurant agreement. Franchise fees are associated with franchise agreements and the revenue generated by this segment varies depending on the number of new franchise agreements in a given year.

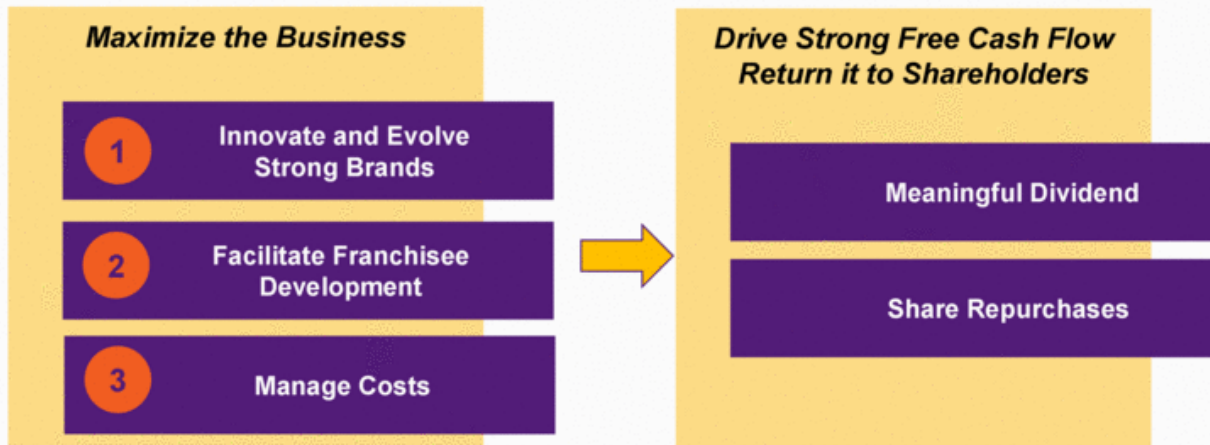
OUR STRATEGY

dineEquity



DineEquity's Value Creation Strategy

DineEquity is focused on generating free cash flow



The DineEquity story is one of strong and stable free cash flow and returning it to shareholders

Two Iconic Brands on the Upswing



Fourth quarter 2014 same-restaurant sales increased 6.1% ...highest quarterly sales increase since the first quarter of 2004.

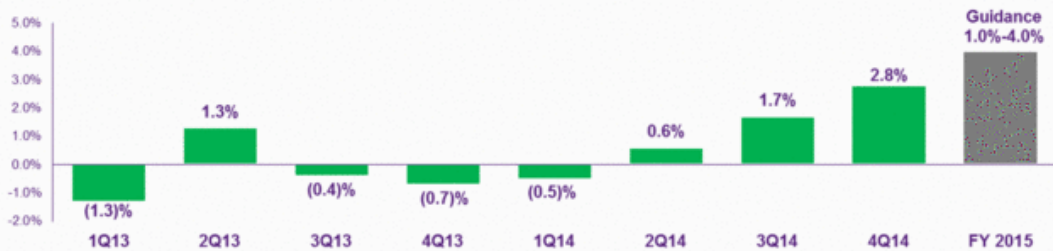
Fiscal 2014 same-restaurant sales increased 3.9% ...strongest full-year sales increase since fiscal 2004



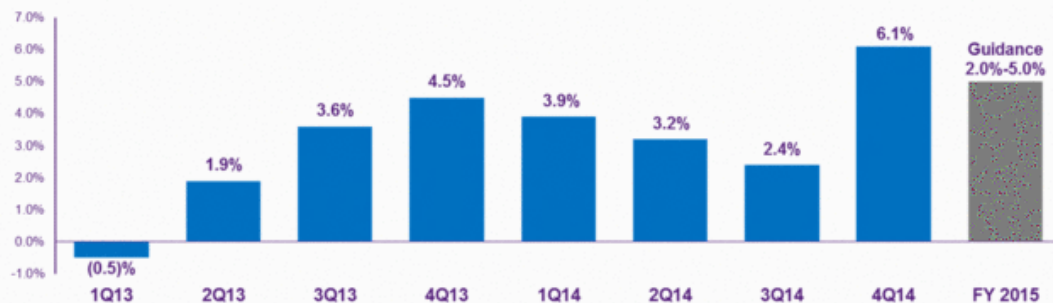
Fourth quarter 2014 same-restaurant sales increased 2.8% ...best quarterly sales increase since the second quarter of 2011.

*Strong momentum
as we enter 2015*

Applebee's System-wide Same-Restaurant Sales



IHOP System-wide Same-Restaurant Sales



Source: Company's fiscal 2014 Form 10-K and Company's 2015 financial performance guidance as of February 25, 2015

Hitting the Reset Button One of the Best Known Casual Dining Brands

Operational Excellence

- Achieving consistent operations execution excellence
- Testing new service and guest interface models
- Streamlined the menu, making it easier to execute and a better experience for our guests

Marketing

- Goal to be number one in brand perception with our target markets
- Emphasis on promoting unique products and value offerings
- New strategies and promotions to grow sales in each day part, including lunch and Late Night

Advertising and Media

- Developing exciting new campaigns, which reflect the broader changes for the brand

Menu

- Menu innovation – since December 2007, 90% of the menu has been upgraded or changed
- Intense focus on 18-month pipeline of new and tested menu items
- Frequent new rollouts, including the new Shareables, Pub Plates, and Bar Snacks

Remodel

- New remodel package with 2014 near completion goal
- As of December 31, 2014, approximately 90% of the domestic system has the new look

Development

- Applebee's franchisees are expected to open between 30 and 40 new restaurants in 2015, the majority of which are expected to be opened in the U.S.⁽¹⁾
- International growth is an opportunity
- Focus on countries where we currently have a presence

⁽¹⁾ Source: Company's 2015 financial performance guidance as of February 25, 2015.

Your Neighborhood Grill & Bar

New Appetizer Platform

Sriracha Shrimp

80-80-STYLE MEATBALLS

DUMPLING STICKERS

SALSA VERDE SHREDDED BRISKET NACHOS

Refreshing Drinks

Whiskey Smash

Strawberry Lemonade Quencher

Every Day Value

Applebee's
2 FOR \$20

1/2 PRICE LATE NIGHT
appetizers

NEW All-In Burgers™

The American Standard

Mushroom Swiss

dineEquity

1

Innovate and Evolve
Strong Brands



Remodel Program



dineEquity™



Iconic Brand within Family Dining

Operational Excellence

- Improving operations to drive sustainable and positive same-restaurant sales and traffic

Marketing

- Refining our marketing message and guest testimonial creative strategy
- Communicating our value proposition effectively

Advertising and Media

- Increased contribution to the IHOP national advertising fund by a large majority of IHOP franchisees
- Maximizing media investment through an improved buying process
- Expanding our reach through the use of digital and social media

Menu

- Streamlining the menu and improving usability
- New menu design launched in June 2013; Latest updated menu introduced on February 9, 2014
- Building a pipeline of fresh offerings
- Accelerating menu innovation to create items that are unique to IHOP

Remodel

- Next evolution of the remodel program in progress

Development

- IHOP franchisees and its area licensees are expected to develop between 50 and 60 new restaurants in 2015, the majority of which are projected to be opened in the U.S.⁽¹⁾
- International growth is an opportunity

⁽¹⁾ Source: Company's 2015 financial performance guidance as of February 25, 2015.

1

Innovate and Evolve Strong Brands



Drive Excitement Through Culinary Innovation and Advertising

Simple & Fit:
Whole Wheat Waffle French Toast Combo



SIMPLE & FIT

Continuous Menu Innovation



NEW Criss-Croissants



NEW Turkey & Avocado Bennie



Raspberry White Chocolate Chip Pancakes



NEW Salted Caramel Coffee



dineEquity



1

Innovate and Evolve
Strong Brands



Remodel Program



dineEquity™



DineEquity is in the long-term brand building business

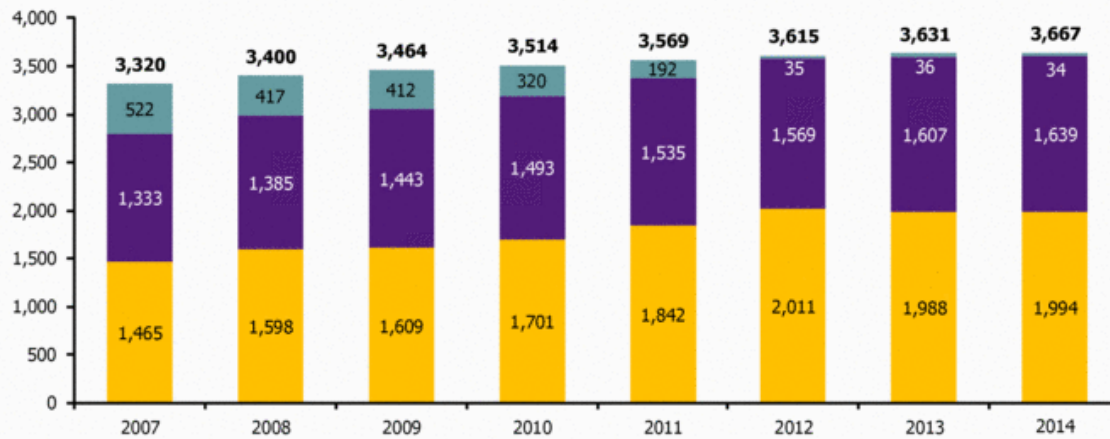
dineEquity®

21



Investing in Talent and Systems to Drive Development Globally

DineEquity Restaurant Count



% Franchised	2007	2008	2009	2010	2011	2012	2013	2014
	84%	88%	88%	91%	95%	99%	99%	99%

■ Applebee's - Franchise
 ■ IHOP - Franchise & Area License
 ■ Applebee's & IHOP - Company-Operated

- IHOP's restaurant base has grown by approximately 23% since the end of 2007
- During that time, 479 Applebee's company-operated restaurants have been refranchised
- DineEquity is a 99% franchised system

Note: As of December 31, 2014, DineEquity's company restaurant operations segment consisted of 23 Applebee's company-operated restaurants and 11 IHOP company-operated restaurants.
Source: Company's fiscal 2014 Form 10-K

Track Record of Cost Containment

General & Administrative Expense

(\$ in millions)



- We are making prudent investments in talent to support future growth and will incur modest incremental costs to support our new securitized debt structure

Source: Company's Form 10-K filings and press releases.

(1) Comprised of actual IHOP G&A expense plus pro forma Applebee's G&A expense as disclosed in the Company's 2007 Form 10-K, less certain one-time costs primarily related to additional stock-based compensation triggered by the Applebee's acquisition and severance costs for employees terminated in connection with the acquisition as well as costs related to the exploration of strategic alternatives for enhancing shareholder value.

dineEquity



Track Record of Cost Containment



- Our new securitized debt structure locks in an attractive interest rate of 4.28% for the next 7 years

Source: Company Form 10-K filings and press releases.

⁽¹⁾ We incurred a substantial amount of indebtedness to finance the Applebee's acquisition. As a result, our interest expense increased significantly from that reported in prior years.

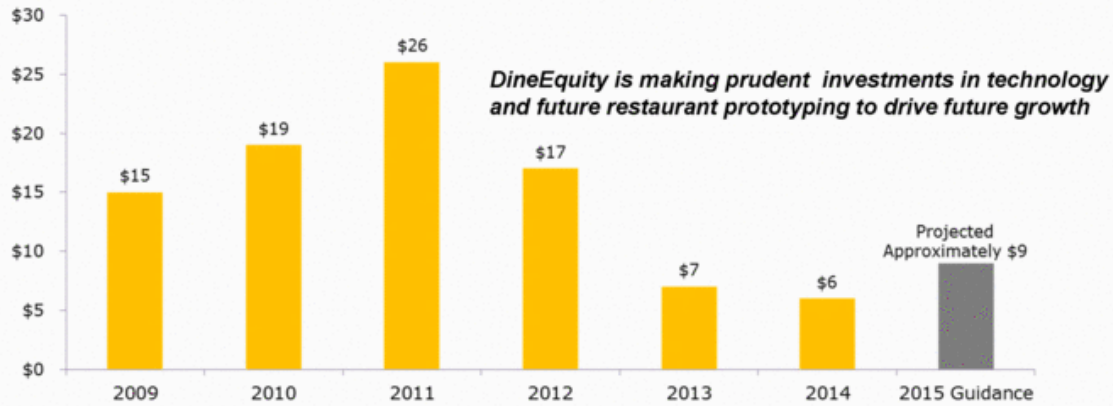
dineEquity



99% Franchised System Requires Minimal Capital Expenditures

Capital Expenditures (2009 - 2014)

(\$ in millions)



Source: Company Form 10-K filings and press releases.

dineEquity



Fiscal 2015 Free Cash Flow Guidance

Beginning in fiscal 2015, DineEquity adopted a more traditional definition of free cash flow, which excludes direct financing lease receivables, principal payments on capital leases and financing obligations, and mandatory debt service payments from the calculation.

Fiscal 2014 Free Cash Flow using Prior Definition	
	(in millions)
Cash flows provided by operations	\$118.5
Principal receipts from long-term receivables (including direct financing leases)	15.3
Principal payments on capital leases and financing obligations	(11.8)
Capital expenditures	(5.9)
Mandatory debt service payments	(3.5)
Free cash flow	<u>\$112.5</u>



Fiscal 2015 Free Cash Flow Guidance using New Definition	
	(in millions)
Cash flows provided by operations	\$115 - 125
Approximate receipts from long-term receivables (excluding direct financing leases)	8
Approximate capital expenditures	(9)
Free cash flow ⁽¹⁾	<u>\$114 - 124</u>

⁽¹⁾ Includes incremental use of cash of approximately \$10 million due to 13 monthly rental payments in fiscal 2015 (53rd week) compared to 12 monthly rental payments in fiscal 2014.



REFINANCING AND CAPITAL ALLOCATION

dineEquity

27



Whole Business Securitization Refinancing Completed

9.5% Senior Notes and Senior Secured Credit Facility

Total \$1,226M x 7.32%⁽¹⁾
= \$90M in Interest

Series 2014-1, Class A-2 Fixed Rate Senior Secured Notes

Securitized \$1,300M x 4.28%
= \$56M in Interest

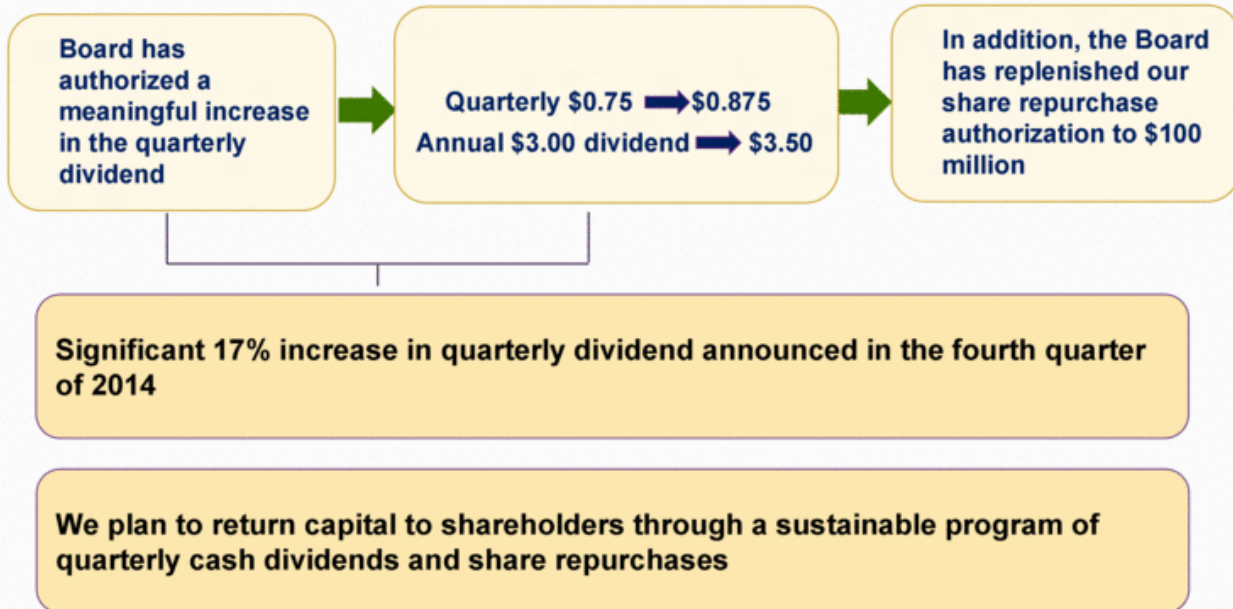
Cash Interest Savings: \$34M Pre-Tax

Seven years at a fixed rate.
No mandatory amortization if leverage is under 5.25x Debt/EBITDA.

(1) Blended interest rate on Senior Secured Credit Facility at a variable interest rate of 3.75% and Senior Notes at a fixed rate of 9.5%



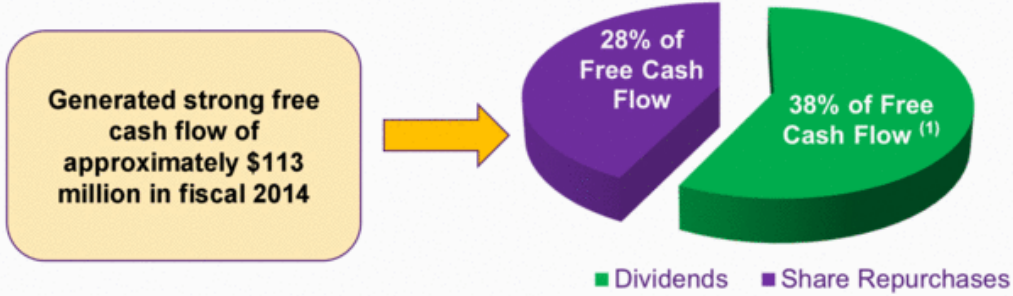
New Capital Allocation Strategy



Capital Allocation Summary

(\$ in Millions)

Fiscal 2014



Since the capital allocation strategy was announced in the first quarter of 2013, DineEquity has returned over \$161 million to its shareholders in the form of quarterly cash dividends and share repurchases

Meaningful 17% increase in the quarterly cash dividend that went into effect with the fourth quarter 2014 dividend

Source: Company Form 10-K and Press Release

(1) Excludes the fourth quarter 2014 declared dividend of approximately \$17 million paid on January 9, 2015

dineEquity



Summary: Strategy and Implementation Produces Results

Solid Track Record

- Strong brand performance at both Applebee's and IHOP
 - DineEquity has two strong brands – each ranked #1 in their respective categories for seven consecutive years through fiscal 2014 based on U.S. system-wide sales ⁽¹⁾
- Disciplined G&A management
- Reduced total debt by over \$1.0 billion since the Applebee's acquisition in November 2007

Commitment to Cash Flow Generation

- Completion of the refranchising program in October 2012 resulted in a less capital intensive business model
- At 99% franchised, the business model generates strong free cash flow with reduced volatility

What Lies Ahead

- Evolve and innovate to drive consistent and sustainable positive same-restaurant sales and traffic
- Extend the reach of DineEquity's brands by expanding the international footprint and developing incremental franchised locations
- Execute against our strategic priorities to enhance our brands and build a platform for sustainable growth, including a potential acquisition.

(1) Source: Nation's Restaurant News, "Top 100," June 30, 2014 (Applebee's rank based on 2013 U.S. system-wide sales in the "casual" dining category; IHOP rank based on 2013 U.S. system-wide sales in the "family" dining category).

