

TCG HOLDINGS LLC
Form SC 13G
February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

DUNKIN BRANDS GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

265504100

(CUSIP Number)

December 31, 2011

(Date of Event which Requires filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 265504100

1 NAMES OF REPORTING PERSONS

TCG Holdings, L.L.C.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

22,154,599

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

22,154,599

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,154,599

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 18.4%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

CUSIP No. 265504100

1 NAMES OF REPORTING PERSONS

2 TC Group, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 22,154,599
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 22,154,599
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 22,154,599
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 18.4%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

CUSIP No. 265504100

1 NAMES OF REPORTING PERSONS

2 TC Group IV Managing GP, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

22,154,599

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

22,154,599

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,154,599

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 18.4%
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

CUSIP No. 265504100

1 NAMES OF REPORTING PERSONS

2 TC Group IV, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 22,154,599
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 22,154,599
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 22,154,599
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 18.4%
TYPE OF REPORTING PERSON

PN

CUSIP No. 265504100

1 NAMES OF REPORTING PERSONS

2 Carlyle Partners IV, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

21,283,179

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

21,283,179

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,283,179

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 17.7%
TYPE OF REPORTING PERSON

PN

CUSIP No. 265504100

1 NAMES OF REPORTING PERSONS

2 CP IV Coinvestment, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 871,420
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 871,420
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 871,420
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.7%
TYPE OF REPORTING PERSON

PN

ITEM 1. (a) Name of Issuer:

Dunkin Brands Group, Inc. (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

130 Royall Street

Canton, MA 02021

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

TCG Holdings, L.L.C.

TC Group, L.L.C.

TC Group IV Managing GP, L.L.C.

TC Group IV, L.P.

Carlyle Partners IV, L.P.

CP IV Coinvestment, L.P.

(b) Address or Principal Business Office:

The address for each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.

(c) Citizenship of each Reporting Person is:

Each of the reporting persons is organized in the state of Delaware.

(d) Title of Class of Securities:

Common stock, \$0.01 par value (Common Stock)

(e) CUSIP Number:

265504100

ITEM 3.

Not applicable.

ITEM 4. Ownership**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock as of December 31, 2011, based upon 120,157,900 shares of Common Stock outstanding as of September 24, 2011.

| Reporting Person | Amount | | Sole power to vote or direct the vote: | Shared power to vote or to direct the vote: | Sole power to dispose or to direct the disposition of: | Shared power to dispose or to direct the disposition of: |
|---------------------------------|--------------------|-------------------|--|---|--|--|
| | beneficially owned | Percent of class: | | | | |
| TCG Holdings, L.L.C. | 22,154,599 | 18.4% | 0 | 22,154,599 | 0 | 22,154,599 |
| TC Group, L.L.C. | 22,154,599 | 18.4% | 0 | 22,154,599 | 0 | 22,154,599 |
| TC Group IV Managing GP, L.L.C. | 22,154,599 | 18.4% | 0 | 22,154,599 | 0 | 22,154,599 |
| TC Group IV, L.P. | 22,154,599 | 18.4% | 0 | 22,154,599 | 0 | 22,154,599 |
| Carlyle Partners IV, L.P. | 21,283,179 | 17.7% | 0 | 21,283,179 | 0 | 21,283,179 |
| CP IV Coinvestment, L.P. | 871,420 | 0.7% | 0 | 871,420 | 0 | 871,420 |

Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. are the record holders of 21,283,179 and 871,420 shares of Common Stock, respectively. TCG Holdings, L.L.C. exercises investment discretion and control over the shares held by each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. through its indirect subsidiary, TC Group IV, L.P., which is the general partner of each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C. TC Group, L.L.C. is the managing member of TC Group IV Managing GP, L.L.C. TC Group IV Managing GP, L.L.C. is the general partner of TC Group IV, L.P. By virtue of these relationships, each of TCG Holdings, L.L.C., TC Group, L.L.C., TC Group IV Managing GP, L.L.C. and TC Group IV, L.P. may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P.

TCG Holdings L.L.C. is managed by a three person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the Board. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, as the members of the TCG Holdings, L.L.C. managing board, may be deemed to share beneficial ownership of the shares beneficially owned by TCG Holdings, L.L.C. Such persons disclaim such beneficial ownership.

The Reporting Persons are, along with investment funds affiliated with Thomas H. Lee Partners, L.P. and Bain Capital Partners, LLC (collectively, the Sponsors), each party to an Amended and Restated Stockholders Agreement and a Coordination Agreement which require each of the Sponsors to vote together in respect of the selection of certain directors and certain other stockholder actions and also provides for coordination among the Sponsors in connection with certain sales of shares Common Stock by any of them. Because of these agreements, the Sponsors may be deemed to be a group for purposes of Section 13(d) under the Securities Exchange Act of 1934, as amended. The Reporting Persons disclaim beneficial ownership of the shares of Common Stock owned by any person other than such Reporting Person.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

ITEM 8. Identification and Classification of Members of the Group

See Item 4.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2012

TCG Holdings, L.L.C.

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: David M. Rubenstein
Title: Managing Director

TC GROUP, L.L.C.

by: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: David M. Rubenstein
Title: Managing Director

TC GROUP IV MANAGING GP, L.L.C.

by: TC Group, L.L.C., its Managing Member
by: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: David M. Rubenstein
Title: Managing Director

TC GROUP IV, L.P.

by: TC Group IV Managing GP, L.L.C., its General Partner
by: TC Group, L.L.C., its Managing Member
by: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: David M. Rubenstein
Title: Managing Director

CARLYLE PARTNERS IV, L.P.

by: TC Group IV, L.P., its General Partner

by: TC Group IV Managing GP, L.L.C., its General Partner

by: TC Group, L.L.C., its Managing Member

by: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

CP IV COINVESTMENT, L.P.

by: TC Group IV, L.P., its General Partner

by: TC Group IV Managing GP, L.L.C., its General Partner

by: TC Group, L.L.C., its Managing Member

by: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: David M. Rubenstein

Title: Managing Director

LIST OF EXHIBITS

| Exhibit No. | Description |
|------------------------|------------------------|
| 24 | Power of Attorney |
| 99 | Joint Filing Agreement |