

Bloomin' Brands, Inc.

Form 4

April 26, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Jeffrey S

(Last) (First) (Middle)

2202 NORTH WEST SHORE
BLVD, SUITE 500

(Street)

TAMPA, FL 33607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Bloomin' Brands, Inc. [BLMN]

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP&Pres Outback Steakhouse

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/25/2016		F	(A) or (D) 1,710 (1) D	\$ 0 44,099	D	
Common Stock	04/25/2016		A	6,250 (2) A	\$ 0 50,349	D	
Common Stock	04/25/2016		F	1,710 (3) D	\$ 0 48,639 (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0					<u>(5)</u>	<u>(6)</u>	Common Stock	18,047	
Stock Option (right to buy)	\$ 6.5					<u>(7)</u>	04/06/2020	Common Stock	249,000	
Stock Option (right to buy)	\$ 17.15					<u>(8)</u>	02/25/2026	Common Stock	42,070	
Stock Option (right to buy)	\$ 17.4					<u>(9)</u>	02/26/2023	Common Stock	43,409	
Stock Option (right to buy)	\$ 25.32					<u>(10)</u>	02/27/2024	Common Stock	29,157	
Stock Option (right to buy)	\$ 25.36					<u>(11)</u>	02/26/2025	Common Stock	42,280	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

EVP&Pres Outback Steakhouse

Smith Jeffrey S
2202 NORTH WEST SHORE BLVD
SUITE 500
TAMPA, FL 33607

Signatures

/s/ Kelly Lefferts, as
Attorney-in-Fact

04/26/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock.
- (2) Represent shares of common stock acquired upon vesting of certain performance-based share units as a result of achievement of performance goals.
- (3) Represents shares of common stock withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain performance-based share units.
- (4) Certain of these shares represent restricted stock units issued under a Bloomin' Brands, Inc. stock plan and are subject to a risk of forfeiture. Of such shares, 6,250 continue to be subject to forfeiture under the plan as of the date of this filing.
- (5) These restricted stock units vest in four equal annual installments beginning on February 25, 2017.
- (6) This field is not applicable.
- (7) This stock option is a replacement stock option and is fully vested.
- (8) This stock option vests in four equal annual installments beginning on February 25, 2017.
- (9) This stock option vests in four equal annual installments beginning on February 26, 2014.
- (10) This stock option vests in four equal annual installments beginning on February 27, 2015.
- (11) This stock option vests in four equal annual installments beginning on February 26, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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