

Bloomin' Brands, Inc.
 Form 4
 September 06, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Schmidt David Peter

(Last) (First) (Middle)
 2202 NORTH WEST SHORE
 BLVD., STE. 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)
 09/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Pres. Bonfish Grill

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/01/2016		M		625	A	\$ 0 4,913
Common Stock	09/01/2016		F		171	D	\$ 0 4,742

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

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SEC 1474
 (9-02)

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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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	09/01/2016		M	625	<u>(1)</u>	<u>(2)</u>	Common Stock	625
Restricted Stock Units	\$ 0					<u>(3)</u>	<u>(2)</u>	Common Stock	25,000
Restricted Stock Units	\$ 0					<u>(4)</u>	<u>(2)</u>	Common Stock	2,723
Restricted Stock Units	\$ 0					<u>(5)</u>	<u>(2)</u>	Common Stock	2,484
Restricted Stock Units	\$ 0					<u>(6)</u>	<u>(2)</u>	Common Stock	7,500
Restricted Stock Units	\$ 0					<u>(7)</u>	<u>(2)</u>	Common Stock	593
Stock Option (right to buy)	\$ 17.96					<u>(8)</u>	08/01/2026	Common Stock	100,000
Stock Option (right to buy)	\$ 17.8					<u>(9)</u>	03/01/2026	Common Stock	23,900
Stock Option (right to buy)	\$ 17.15					<u>(10)</u>	02/25/2026	Common Stock	8,463
Stock Option	\$ 25.36					<u>(11)</u>	02/26/2025	Common Stock	4,000

(right to buy)

Stock Option (right to buy)	\$ 25.32	(12)	02/27/2024	Common Stock	2,434
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Stock Option (right to buy)	\$ 17.4	(13)	02/26/2023	Common Stock	4,232
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Stock Option (right to buy)	\$ 6.5	(14)	04/06/2020	Common Stock	3,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schmidt David Peter 2202 NORTH WEST SHORE BLVD., STE. 500 TAMPA, FL 33607			EVP & Pres. Bonefish Grill	

Signatures

Kelly Lefferts, as Attorney-in-Fact	09/06/2016
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**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 restricted stock units, in the original grant amount of 2,500, began vesting in four equal annual installments on September 1, 2016.
- (2) This field is not applicable.
- (3) These restricted stock units, in the original grant amount of 25,000, will begin vesting in four equal annual installments on August 1, 2017.
- (4) These restricted stock units, in the original grant amount of 2,723, will begin vesting in four equal annual installments on February 25, 2017.
- (5) These restricted stock units, in the original grant amount of 3,310, began vesting in four equal annual installments on February 26, 2016.
- (6) These restricted stock units, in the original grant amount of 10,000, began vesting in four equal annual installments on October 1, 2015.
- (7) These restricted stock units, in the original grant amount of 1,185, began vesting in four equal annual installments on February 27, 2015.
- (8) These stock options, in the original grant amount of 100,000, will begin vesting in four equal annual installments on August 1, 2017.
- (9) These stock options, in the original grant amount of 23,900, will begin vesting in two equal annual installments on March 1, 2017.
- (10) These stock options, in the original grant amount of 8,463, will begin vesting in four equal annual installments on February 25, 2017.
- (11) These stock options, in the original grant amount of 4,000, began vesting in four equal annual installments on February 26, 2016.

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- (12) These stock options, in the original grant amount of 2,434, began vesting in four equal annual installments on February 27, 2015.
- (13) These stock options, in the original grant amount of 4,232, began vesting in four equal annual installments on February 26, 2014.
- (14) This stock option is a replacement stock option and is fully vested.

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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