Bloomin' Brands, Inc. Form 4 March 03, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 *

(State)

(Zip)

1(b).

Scarlett Gregg Issuer Symbol Bloomin' Brands, Inc. [BLMN] (Check all applicable) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 2202 N. WEST SHORE BLVD. 03/01/2016 below) EVP & Pres. Bonefish Grill

2. Issuer Name and Ticker or Trading

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

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

5. Relationship of Reporting Person(s) to

TAMPA, FL 33607

(City)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Common $18,203 \frac{(1)}{2}$ D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Restricted Stock Units	\$ 0					(2)	(3)	Common Stock	14,5
Restricted Stock Units	\$ 0					03/12/2016(4)	(3)	Common Stock	25,0
Stock Option (right to buy)	\$ 6.5					(5)	09/02/2020	Common Stock	37,1
Stock Option (right to buy)	\$ 6.5					<u>(6)</u>	04/06/2020	Common Stock	51,3
Stock Option (right to buy)	\$ 17.15					<u>(7)</u>	02/25/2026	Common Stock	33,9
Stock Option (right to buy)	\$ 17.8	03/01/2016		A	42,056	(8)	03/01/2026	Common Stock	42,0
Stock Option (right to buy)	\$ 18.73					<u>(9)</u>	02/01/2023	Common Stock	75,0
Stock Option (right to buy)	\$ 24.14					(10)	03/12/2025	Common Stock	100,
Stock Option (right to buy)	\$ 25.32					<u>(11)</u>	02/27/2024	Common Stock	12,1
Stock Option	\$ 25.36					<u>(12)</u>	02/26/2025	Common Stock	14,7

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Scarlett Gregg 2202 N. WEST SHORE BLVD. TAMPA, FL 33607

EVP & Pres. Bonefish Grill

Signatures

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

03/03/2016

**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).
- Certain of these shares represent restricted stock issued under a Bloomin' Brands, Inc. stock plan and are subject to a risk of forfeiture. Of such shares, 3,125 continue to be subject to forfeiture under that plan as of the date of this filing.
- (2) These restricted stock units vest in four equal annual installments beginning on February 25, 2017.
- (3) This field is not applicable.
- (4) These restricted stock units vest in four equal annual installments beginning on March 12, 2016.
- (5) This stock option is fully vested.
- (6) This stock option is a replacement stock option and is fully vested.
- (7) This stock option vests in four equal annual installments beginning on February 25, 2017.
- (8) This stock option vests on March 1, 2018.
- (9) This stock option vests in four equal annual installments beginning on February 1, 2014.
- (10) This stock option vests in four equal annual installments beginning on March 12, 2016.
- (11) This stock option vests in four equal annual installments beginning on February 27, 2015.
- (12) 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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