

Schmidt David Peter
Form 4
September 05, 2017

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 *
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)
09/01/2017

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. Bonefish Grill

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 09/01/2017 | | M | | 625 | A \$ 0 | 12,771 D |
| Common Stock | 09/01/2017 | | F | | 171 | D \$ 17.01 | 12,600 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
required to respond unless the form
displays a currently valid OMB control
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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 | 09/01/2017 | | M | 625 | (1) | (2) | Common Stock | 625 |
| Restricted Stock Units | \$ 0 | | | | | (3) | (2) | Common Stock | 9,976 |
| Restricted Stock Units | \$ 0 | | | | | (4) | (2) | Common Stock | 18,750 |
| Restricted Stock Units | \$ 0 | | | | | (5) | (2) | Common Stock | 2,043 |
| Restricted Stock Units | \$ 0 | | | | | (6) | (2) | Common Stock | 1,656 |
| Restricted Stock Units | \$ 0 | | | | | (7) | (2) | Common Stock | 5,000 |
| Restricted Stock Units | \$ 0 | | | | | (8) | (2) | Common Stock | 297 |
| Stock Option (right to buy) | \$ 17.27 | | | | | (9) | 02/24/2027 | Common Stock | 23,763 |
| Stock Option (right to buy) | \$ 17.96 | | | | | (10) | 08/01/2026 | Common Stock | 100,000 |
| Stock Option (right to | \$ 17.8 | | | | | (11) | 03/01/2026 | Common Stock | 23,900 |

buy)

| | | | | | |
|--------------------------------------|----------|------|------------|-----------------|-------|
| Stock Option (right to buy) | \$ 17.15 | (12) | 02/25/2026 | Common Stock | 8,463 |
| Stock Option (right to buy) | \$ 25.36 | (13) | 02/26/2025 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 25.32 | (14) | 02/27/2024 | Common Stock | 2,434 |
| Stock Option (right to buy) | \$ 17.4 | (15) | 02/26/2023 | Common Stock | 4,232 |
| Stock Option (right to buy) | \$ 6.5 | (16) | 04/06/2020 | Common Stock | 3,500 |

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 09/05/2017

__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 9,976, will begin vesting in four equal annual installments on February 24, 2018.
- (4) These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on August 1, 2017.
- (5) These restricted stock units, in the original grant amount of 2,723, began vesting in four equal annual installments on February 25, 2017.

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- (6) These restricted stock units, in the original grant amount of 3,310, began vesting in four equal annual installments on February 26, 2016.
- (7) These restricted stock units, in the original grant amount of 10,000, began vesting in four equal annual installments on October 1, 2015.
- (8) These restricted stock units, in the original grant amount of 1,185, began vesting in four equal annual installments on February 27, 2015.
- (9) These stock options, in the original grant amount of 23,763, will begin vesting in four equal annual installments on February 24, 2018.
- (10) These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on August 1, 2017.
- (11) These stock options, in the original grant amount of 23,900, began vesting in two equal annual installments on March 1, 2017.
- (12) These stock options, in the original grant amount of 8,463, began vesting in four equal annual installments on February 25, 2017.
- (13) These stock options, in the original grant amount of 4,000, began vesting in four equal annual installments on February 26, 2016.
- (14) These stock options, in the original grant amount of 2,434, began vesting in four equal annual installments on February 27, 2015.
- (15) These stock options are fully vested.
- (16) 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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