

Bloomin' Brands, Inc.  
Form 8-K  
March 05, 2014

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 4, 2014

BLOOMIN' BRANDS, INC.  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 001-35625                | 20-8023465                              |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

2202 North West Shore Boulevard, Suite 500, Tampa, Florida 33607  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (813) 282-1225

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On March 4, 2014, Bloomin' Brands, Inc. (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement") by and among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein (the "Underwriters"), and the selling stockholders listed on Schedule B thereto (the "Selling Stockholders"), relating to the underwritten offering of 18,000,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Offering"). All of the Shares are being sold by the Selling Stockholders. Certain of the Selling Stockholders also granted the Underwriters a 30-day option to purchase up to an additional 2,700,000 Shares.

The Offering is being made pursuant to a shelf registration statement the Company filed with the Securities and Exchange Commission and that became effective on March 4, 2014 (Registration No. 333-194295) (the "Registration Statement"). The closing of the Offering is expected to take place on or about March 10, 2014 subject to the satisfaction of customary closing conditions. The Company did not, and will not, receive any of the proceeds from the sale of Shares in the Offering. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K.

Item 8.01 Other Events.

Baker & Hostetler LLP, counsel to the Company, has issued an opinion to the Company, dated March 4, 2014, regarding the Shares to be sold in the Offering. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>Number | Description   |
|-------------------|---|
| 1.1               | Underwriting Agreement, dated March 4, 2014, by and among the Company, the Underwriters and the Selling Stockholders. |
| 5.1               | Opinion of Baker & Hostetler LLP.   |
| 23.1              | Consent of Baker & Hostetler LLP (included in Exhibit 5.1 above).   |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BLOOMIN' BRANDS, INC.  
(Registrant)

Date: March 5, 2014

By: /s/ Joseph J. Kadow  
Joseph J. Kadow  
Executive Vice President and Chief Legal  
Officer