

Bloomin' Brands, Inc.
Form 4
March 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Scarlett Gregg

(Last) (First) (Middle)

2202 N. WEST SHORE BLVD.

(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)
03/12/2016

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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/12/2016		M	(A) or (D) 6,250 (1)	A \$ 0 24,453	D	
Common Stock	03/12/2016		F	1,705 (2)	D \$ 0 22,748 (3)	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	\$ 0					(4) (5)	Common Stock 14,56
Restricted Stock Units	\$ 0	03/12/2016		M	6,250 (6)	03/12/2016(7) (5)	Common Stock 6,25
Stock Option (right to buy)	\$ 6.5					(8) 09/02/2020	Common Stock 37,14
Stock Option (right to buy)	\$ 6.5					(9) 04/06/2020	Common Stock 51,36
Stock Option (right to buy)	\$ 17.15					(10) 02/25/2026	Common Stock 33,94
Stock Option (right to buy)	\$ 17.8					(11) 03/01/2026	Common Stock 42,05
Stock Option (right to buy)	\$ 18.73					(12) 02/01/2023	Common Stock 75,00
Stock Option (right to buy)	\$ 24.14					(13) 03/12/2025	Common Stock 100,0
Stock Option (right to	\$ 25.32					(14) 02/27/2024	Common Stock 12,16

buy)

Stock

Option
(right to
buy)

\$ 25.36

(15)

02/26/2025

Common
Stock

14,70

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

03/14/2016

__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 of common stock were acquired upon the vesting and settlement of certain restricted stock units.
 - (2) These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
 - (3) 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.
 - (4) These restricted stock units vest in four equal annual installments beginning on February 25, 2017.
 - (5) This field is not applicable.
 - (6) These restricted stock units were surrendered in exchange for shares of common stock of the issuer.
 - (7) These restricted stock units vest in four equal annual installments beginning on March 12, 2016.
 - (8) This stock option is fully vested.
 - (9) This stock option is a replacement stock option and is fully vested.
 - (10) This stock option vests in four equal annual installments beginning on February 25, 2017.
 - (11) This stock option vests on March 1, 2018.
 - (12) This stock option vests in four equal annual installments beginning on February 1, 2014.
 - (13) This stock option vests in four equal annual installments beginning on March 12, 2016.
 - (14) This stock option vests in four equal annual installments beginning on February 27, 2015.
 - (15) 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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