

Bloomin' Brands, Inc.
Form 4
March 14, 2017

FORM 4

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

OMB APPROVAL

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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 *
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)
03/12/2017

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. Outback Steakhouse

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)	
				(A) or (D)	Amount			
			Code	V	Amount			
Common Stock	03/12/2017		M		6,250	A	\$ 0 32,070	D
Common Stock	03/12/2017		F		1,710	D	\$ 0 30,360	D

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

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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 or Number of Shares
Restricted Stock Units	\$ 0	03/12/2017		M		6,250		<u>(1)</u>	<u>(2)</u>	Common Stock	6,250
Restricted Stock Units	\$ 0							<u>(3)</u>	<u>(2)</u>	Common Stock	20,200
Restricted Stock Units	\$ 0							<u>(4)</u>	<u>(2)</u>	Common Stock	25,000
Restricted Stock Units	\$ 0							<u>(5)</u>	<u>(2)</u>	Common Stock	10,922
Stock Option (right to buy)	\$ 17.27							<u>(6)</u>	02/24/2027	Common Stock	48,119
Stock Option (right to buy)	\$ 17.8							<u>(7)</u>	03/01/2026	Common Stock	42,056
Stock Option (right to buy)	\$ 17.96							<u>(8)</u>	08/01/2026	Common Stock	100,000
Stock Option (right to buy)	\$ 17.15							<u>(9)</u>	02/25/2026	Common Stock	33,946
Stock Option (right to buy)	\$ 24.14							<u>(10)</u>	03/12/2025	Common Stock	100,000
	\$ 25.36							<u>(11)</u>	02/26/2025		14,706

Stock Option (right to buy)					Common Stock	
Stock Option (right to buy)	\$ 25.32	(12)	02/27/2024		Common Stock	12,166
Stock Option (right to buy)	\$ 18.73	(13)	02/01/2023		Common Stock	75,000
Stock Option (right to buy)	\$ 6.5	(14)	09/02/2020		Common Stock	37,140
Stock Option (right to buy)	\$ 6.5	(15)	04/06/2020		Common Stock	42,860

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scarlett Gregg 2202 N. WEST SHORE BLVD. TAMPA, FL 33607			EVP&Pres. Outback Steakhouse	

Signatures

/s/ Kelly Lefferts, as
Attorney-in-Fact
Date: 03/14/2017

**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 25,000, began vesting in four equal annual installments on March 12, 2016.
- (2) This field is not applicable.
- (3) These restricted stock units, in the original grant amount of 20,200, 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, will begin vesting in four equal annual installments on August 1, 2017.
- (5) These restricted stock units, in the original grant amount of 14,562, will begin vesting in four equal annual installments on February 25, 2017.

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- (6) These stock options, in the original grant amount of 48,119, will begin vesting in four equal annual installments on February 24, 2018.
- (7) These stock options vest on March 1, 2018.
- (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 33,946, will begin vesting in four equal annual installments on February 25, 2017.
- (10) These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on March 12, 2016.
- (11) These stock options, in the original grant amount of 14,706, began vesting in four equal annual installments on February 26, 2016.
- (12) These stock options, in the original grant amount of 12,166, began vesting in four equal annual installments on February 27, 2015.
- (13) These stock options, in the original grant amount of 75,000, began vesting in four equal annual installments on February 1, 2014.
- (14) This stock option is fully vested.
- (15) 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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