

Bloomin' Brands, Inc.  
Form 4  
March 14, 2016

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Pres. Bonfish Grill

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/12/2016		M		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 of 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 buy)	\$ 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.