

Bloomin' Brands, Inc.  
 Form 4  
 October 04, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 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)  
 09/30/2016

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. Bonefish 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                    | 09/30/2016                           |  | M                              |   | 2,500   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 7,242   | (1)  |                                   |
| Common Stock                    | 09/30/2016                           |  | F                              |   | 684   | D  | \$ 0                              |
|                                 |                                      |  |                                |   | 6,558   | (1)  |                                   |

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

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 (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 or Number of Shares |
| Restricted Stock Units                     | \$ 0   | 09/30/2016                           |  | M                              |   | 2,500  |     | (2)   | (3)             | Common Stock | 2,500                      |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   |  |     | (4)   | (3)             | Common Stock | 25,000                     |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   |  |     | (5)   | (3)             | Common Stock | 2,723                      |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   |  |     | (6)   | (3)             | Common Stock | 1,875                      |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   |  |     | (7)   | (3)             | Common Stock | 2,484                      |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   |  |     | (8)   | (3)             | Common Stock | 593                        |
| Stock Option (right to buy)                | \$ 17.96   |                                      |  |                                |   |  |     | (9)   | 08/01/2026      | Common Stock | 100,000                    |
| Stock Option (right to buy)                | \$ 17.8  |                                      |  |                                |   |  |     | (10)  | 03/01/2026      | Common Stock | 23,900                     |
| Stock Option (right to buy)                | \$ 17.15   |                                      |  |                                |   |  |     | (11)  | 02/25/2026      | Common Stock | 8,463                      |
| Stock Option (right to buy)                | \$ 25.36   |                                      |  |                                |   |  |     | (12)  | 02/26/2025      | Common Stock | 4,000                      |

|                                      |          |  |      |            |                 |       |
|--------------------------------------|----------|--|------|------------|-----------------|-------|
| buy)                                 |          |  |      |            |                 |       |
| Stock<br>Option<br>(right to<br>buy) | \$ 25.32 |  | (13) | 02/27/2024 | Common<br>Stock | 2,434 |
| Stock<br>Option<br>(right to<br>buy) | \$ 17.4  |  | (14) | 02/26/2023 | Common<br>Stock | 4,232 |
| Stock<br>Option<br>(right to<br>buy) | \$ 6.5   |  | (15) | 04/06/2020 | Common<br>Stock | 3,500 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Schmidt David Peter<br>2202 NORTH WEST SHORE BLVD., STE. 500<br>TAMPA, FL 33607 |               |           | EVP & Pres. Bonefish Grill |       |

## Signatures

Kelly Lefferts, as  
Attorney-in-Fact

10/04/2016

\_\_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) 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, 505 continue to be subject to forfeiture under the plan as of the date of this filing.
  - (2) These restricted stock units, in the original grant amount of 10,000, began vesting in four equal annual installments on October 1, 2015.
  - (3) This field is not applicable.
  - (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 2,723, will begin vesting in four equal annual installments on February 25, 2017.
  - (6) These restricted stock units, in the original grant amount of 2,500, began vesting in four equal annual installments on September 1, 2016.
  - (7) These restricted stock units, in the original grant amount of 3,310, began vesting in four equal annual installments on February 26, 2016.
  - (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 100,000, will begin vesting in four equal annual installments on August 1, 2017.
  - (10) These stock options, in the original grant amount of 23,900, will begin vesting in two equal annual installments on March 1, 2017.
  - (11) These stock options, in the original grant amount of 8,463, will begin vesting in four equal annual installments on February 25, 2017.

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- (12) These stock options, in the original grant amount of 4,000, began vesting in four equal annual installments on February 26, 2016.
- (13) These stock options, in the original grant amount of 2,434, began vesting in four equal annual installments on February 27, 2015.
- (14) These stock options, in the original grant amount of 4,232, began vesting in four equal annual installments on February 26, 2014.
- (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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