

Bloomin' Brands, Inc.
Form 4
May 26, 2016

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)
05/24/2016

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 | 05/24/2016 | | M | | 8,500 | A | \$ 6.5 |
| Common Stock | 05/24/2016 | | S | | 8,500 | D | \$ 18.89 |

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 |
| Stock Option (right to buy) | \$ 6.5 | 05/24/2016 | | M | 8,500 | <u>(2)</u> | 04/06/2020 | Common Stock | 8,500 |
| Restricted Stock Units | \$ 0 | | | | | <u>(3)</u> | <u>(4)</u> | Common Stock | 14,560 |
| Restricted Stock Units | \$ 0 | | | | | 03/12/2016 ⁽⁵⁾ | <u>(4)</u> | Common Stock | 18,750 |
| Stock Option (right to buy) | \$ 17.8 | | | | | <u>(6)</u> | 03/01/2026 | Common Stock | 42,050 |
| Stock Option (right to buy) | \$ 17.15 | | | | | <u>(7)</u> | 02/25/2026 | Common Stock | 33,940 |
| Stock Option (right to buy) | \$ 24.14 | | | | | <u>(8)</u> | 03/12/2025 | Common Stock | 100,000 |
| Stock Option (right to buy) | \$ 25.36 | | | | | <u>(9)</u> | 02/26/2025 | Common Stock | 14,700 |
| Stock Option (right to buy) | \$ 25.32 | | | | | <u>(10)</u> | 02/27/2024 | Common Stock | 12,160 |
| Stock Option (right to buy) | \$ 18.73 | | | | | <u>(11)</u> | 02/01/2023 | Common Stock | 75,000 |

buy)

Stock

Option
(right to
buy)

\$ 6.5

(12)

09/02/2020

Common
Stock

37,14

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

05/26/2016

**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) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$18.816 to \$18.97. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
 - (2) This stock option is a replacement stock option and is fully vested.
 - (3) These restricted stock units vest in four equal annual installments beginning on February 25, 2017.
 - (4) This field is not applicable.
 - (5) These restricted stock units vest in four equal annual installments beginning on March 12, 2016.
 - (6) This stock option vests on March 1, 2018.
 - (7) This stock option vests in four equal annual installments beginning on February 25, 2017.
 - (8) This stock option vests in four equal annual installments beginning on March 12, 2016.
 - (9) This stock option vests in four equal annual installments beginning on February 26, 2016.
 - (10) This stock option vests in four equal annual installments beginning on February 27, 2015.
 - (11) This stock option vests in four equal annual installments beginning on February 1, 2014.
 - (12) This stock option 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. 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.