

HERLIHY DONAGH

Form 4

December 19, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HERLIHY DONAGH

(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)
12/15/2017

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 Digital and CIO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/15/2017		S		9,081 (1)	D \$ 20.925 (2)	0 D

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)		8. F Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0							<u>(3)</u>	<u>(4)</u>	Common Stock	13,467
Restricted Stock Units	\$ 0							<u>(5)</u>	<u>(4)</u>	Common Stock	10,082
Restricted Stock Units	\$ 0							<u>(6)</u>	<u>(4)</u>	Common Stock	12,500
Stock Option (right to buy)	\$ 17.27							<u>(7)</u>	02/24/2027	Common Stock	32,080
Stock Option (right to buy)	\$ 17.15							<u>(8)</u>	02/25/2026	Common Stock	31,335
Stock Option (right to buy)	\$ 25.36							<u>(9)</u>	02/26/2025	Common Stock	26,471
Stock Option (right to buy)	\$ 18.12							<u>(10)</u>	10/01/2024	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HERLIHY DONAGH 2202 NORTH WEST SHORE BLVD. STE. 500	EVP Digital and CIO

TAMPA, FL 33607

Signatures

Kelly Lefferts, Attorney
in Fact

12/19/2017

__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) This transaction was effected by the reporting person pursuant to a Rule 10b5-1 trading plan that was entered into on November 13, 2017.
- (2) 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 \$20.856 to \$20.966. 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.
- (3) These restricted stock units, in the original grant amount of 13,467, will begin vesting in four equal annual installments on February 24, 2018.
- (4) This field is not applicable.
- (5) These restricted stock units, in the original grant amount of 13,442, began vesting in four equal annual installments on February 25, 2017.
- (6) These restricted stock units, in the original grant amount of 50,000, began vesting in four equal annual installments on October 1, 2015.
- (7) These stock options, in the original grant amount of 32,080, will begin vesting in four equal annual installments on February 24, 2018.
- (8) These stock options, in the original grant amount of 31,335, began vesting in four equal annual installments on February 25, 2017.
- (9) These stock options, in the original grant amount of 26,471, began vesting in four equal annual installments on February 26, 2016.
- (10) These stock options, in the original grant amount of 250,000, began vesting in four equal annual installments on October 1, 2015.

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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