

Bloomin' Brands, Inc.  
 Form 5  
 January 26, 2015

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**KADOW JOSEPH JOHN**

(Last) (First) (Middle)

**2202 NORTH WEST SHORE  
 BLVD, SUITE 500**

(Street)

**TAMPA, FL 33607**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Bloomin' Brands, Inc. [BLMN]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/28/2014**

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, Chief Legal Officer**

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |                                   |
| Common Stock                    | 12/17/2014                           | ^  | G                              | 2,200 D \$ 0  | 306,522  | D  | ^                                 |
| Common Stock                    | 12/18/2014                           | ^  | G                              | 225 D \$ 0  | 306,297  | D  | ^                                 |
| Common Stock                    | 12/18/2014                           | ^  | G                              | 225 D \$ 0  | 306,072  | D  | ^                                 |
| Common Stock                    | 12/18/2014                           | ^  | G                              | 450 D \$ 0  | 305,622  | D  | ^                                 |

Common Stock 12/29/2014 Â G 400 D \$ 0 305,222 D Â

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 6.5   | Â                                    | Â  | Â                              | Â Â Â (1)   | 04/06/2020   | Common Stock  | 19,810                        |
| Stock Option (right to buy)                | \$ 10.03   | Â                                    | Â  | Â                              | Â Â Â (2)   | 12/09/2021   | Common Stock  | 134,250                       |
| Stock Option (right to buy)                | \$ 17.4  | Â                                    | Â  | Â                              | Â Â Â (3)   | 02/26/2023   | Common Stock  | 30,229                        |
| Stock Option (right to buy)                | \$ 25.32   | Â                                    | Â  | Â                              | Â Â Â (4)   | 02/27/2024   | Common Stock  | 24,331                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| KADOW JOSEPH JOHN<br>2202 NORTH WEST SHORE BLVD<br>SUITE 500<br>TAMPA, FL 33607 | Â             | Â         | Â EVP, Chief Legal Officer | Â     |

## Signatures

/s/ Kelly Lefferts, as  
Attorney-in-Fact

01/26/2015

\_\_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 stock option is a replacement stock option and is fully vested.
- (2) This stock option vests in five equal installments beginning on December 9, 2012.
- (3) This stock option vests in four equal annual installments beginning on February 26, 2014.
- (4) This stock option vests in four equal annual installments beginning on February 27, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.