

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
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	(2)	04/06/2020	Common Stock	8,500
Restricted Stock Units	\$ 0					(3)	(4)	Common Stock	14,560
Restricted Stock Units	\$ 0					03/12/2016(5)	(4)	Common Stock	18,750
Stock Option (right to buy)	\$ 17.8					(6)	03/01/2026	Common Stock	42,050
Stock Option (right to buy)	\$ 17.15					(7)	02/25/2026	Common Stock	33,940
Stock Option (right to buy)	\$ 24.14					(8)	03/12/2025	Common Stock	100,000
Stock Option (right to buy)	\$ 25.36					(9)	02/26/2025	Common Stock	14,700
Stock Option (right to buy)	\$ 25.32					(10)	02/27/2024	Common Stock	12,160
Stock Option (right to buy)	\$ 18.73					(11)	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.