

Deno David J.
Form 4
May 03, 2018

FORM 4

**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).

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 *
Deno David J.

(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. Date of Earliest Transaction
(Month/Day/Year)
05/01/2018

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 & CFAO

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 (D) Price | | | |
| Common Stock | 05/01/2018 | | M | 50,000 (1) A \$ 14.58 | 65,135 | D | |
| Common Stock | 05/01/2018 | | S | 50,000 (1) D \$ 24.51 (2) | 15,135 | D | |
| Common Stock | 05/02/2018 | | M | 50,000 (1) A \$ 14.58 | 65,135 | D | |
| Common Stock | 05/02/2018 | | S | 50,000 (1) D \$ 24.54 (3) | 15,135 | D | |
| | 05/03/2018 | | M | | 32,091 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|----------------------|----|-----------------------|--------|---|
| Common Stock | | | | 16,956 <u>(1)</u> | \$ | 14.58 | | |
| Common Stock | 05/03/2018 | | S | 16,956 <u>(1)</u> | D | \$ 24.5 <u>(4)</u> | 15,135 | D |

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

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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 14.58 | 05/01/2018 | | M | 50,000 <u>(1)</u> | <u>(5)</u> 05/07/2022 | Common Stock | 50,000 | |
| Stock Option (right to buy) | \$ 14.58 | 05/02/2018 | | M | 50,000 <u>(1)</u> | <u>(5)</u> 05/07/2022 | Common Stock | 50,000 | |
| Stock Option (right to buy) | \$ 14.58 | 05/03/2018 | | M | 16,956 <u>(1)</u> | <u>(5)</u> 05/07/2022 | Common Stock | 16,956 | |
| Restricted Stock Units | \$ 0 <u>(6)</u> | | | | | <u>(7)</u> <u>(8)</u> | Common Stock | 18,326 | |
| Restricted Stock Units | \$ 0 <u>(6)</u> | | | | | <u>(9)</u> <u>(8)</u> | Common Stock | 18,237 | |
| Restricted Stock Units | \$ 0 <u>(6)</u> | | | | | <u>(10)</u> <u>(8)</u> | Common Stock | 12,135 | |
| | \$ 24.1 | | | | | <u>(11)</u> 02/23/2028 | | 42,917 | |

| Stock Option (right to buy) | | | | | Common Stock | |
|-----------------------------|----------|------|------------|--------------|--------------|--|
| Stock Option (right to buy) | \$ 17.27 | (12) | 02/24/2027 | Common Stock | 57,921 | |
| Stock Option (right to buy) | \$ 17.15 | (13) | 02/25/2026 | Common Stock | 56,577 | |
| Stock Option (right to buy) | \$ 25.36 | (14) | 02/26/2025 | Common Stock | 55,760 | |
| Stock Option (right to buy) | \$ 25.32 | (5) | 02/27/2024 | Common Stock | 58,800 | |
| Stock Option (right to buy) | \$ 17.4 | (5) | 02/26/2023 | Common Stock | 72,551 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Deno David J. 2202 NORTH WEST SHORE BLVD SUITE 500 TAMPA, FL 33607 | | | EVP & CFAO | |

Signatures

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

05/03/2018

**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 March 6, 2018.
- (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 \$24.50 to \$24.55. 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

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sold at each separate price.

- (3) 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 \$24.50 to \$24.73. 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.
- (4) 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 \$24.50 to \$24.51. 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.
- (5) These stock options are fully vested.
- (6) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- (7) These restricted stock units, in the original amount of 18,326, will begin vesting in four equal installments on February 23, 2019.
- (8) This field is not applicable.
- (9) These restricted stock units, in the original grant amount of 24,315, began vesting in four equal annual installments on February 24, 2018.
- (10) These restricted stock units, in the original grant amount of 24,269, began vesting in four equal annual installments on February 25, 2017.
- (11) These stock options, in the original grant amount of 42,917 will begin vesting in four equal annual installments on February 23, 2019.
- (12) These stock options, in the original grant amount of 57,921, began vesting in four equal annual installments on February 24, 2018.
- (13) These stock options, in the original grant amount of 56,577, began vesting in four equal annual installments on February 25, 2017.
- (14) These stock options, in the original grant amount of 55,760, began vesting in four equal annual installments on February 26, 2016.

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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