

SINGH SUKHDEV
 Form 4
 February 21, 2019

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 *
 SINGH SUKHDEV

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2202 NORTH WEST SHORE
 BOULEVARD, SUITE 500

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CDO

(Street)
 TAMPA, FL 33607

4. If Amendment, Date Original Filed(Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 30,622 | D | |

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

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/19/2019 | | A | | 11,923 | | ⁽²⁾ | ⁽³⁾ | Common Stock | 11,923 |
| Stock Option (right to buy) | \$ 21.29 | 02/19/2019 | | A | | 30,982 | | ⁽⁴⁾ | 02/19/2019 | Common Stock | 30,982 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | | ⁽⁵⁾ | ⁽³⁾ | Common Stock | 8,811 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | | ⁽⁶⁾ | ⁽³⁾ | Common Stock | 26,653 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | | ⁽⁷⁾ | ⁽³⁾ | Common Stock | 7,094 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | | ⁽⁸⁾ | ⁽³⁾ | Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 24.1 | | | | | | | ⁽⁹⁾ | 02/23/2028 | Common Stock | 20,633 |
| Stock Option (right to buy) | \$ 17.27 | | | | | | | ⁽¹⁰⁾ | 02/24/2027 | Common Stock | 84,654 |
| Stock Option (right to buy) | \$ 17.15 | | | | | | | ⁽¹¹⁾ | 02/25/2026 | Common Stock | 33,076 |
| Stock Option (right to buy) | \$ 25.36 | | | | | | | ⁽¹²⁾ | 02/26/2025 | Common Stock | 16,545 |
| | \$ 17.8 | | | | | | | ⁽¹³⁾ | 03/01/2026 | | 44,393 |

Stock
Option
(right to
buy)

Common
Stock

Stock
Option
(right to
buy)

\$ 22.09

(13)

02/03/2024

Common
Stock

200,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| SINGH SUKHDEV 2202 NORTH WEST SHORE BOULEVARD SUITE 500 TAMPA, FL 33607 | | | EVP & CDO | |

Signatures

/s/ Kelly Lefferts, Attorney
in Fact

02/21/2019

__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) Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
- (2) These restricted stock units, in the original amount of 11,923, will begin vesting in three equal annual installments on February 19, 2020.
- (3) This field is not applicable.
- (4) These stock options, in the original grant amount of 30,982, will begin vesting in three equal annual installments on February 19, 2020.
- (5) These restricted stock units, in the original amount of 8,811, will begin vesting in four equal installments on February 23, 2019.
- (6) These restricted stock units, in the original grant amount of 35,537, began vesting in four equal annual installments on February 24, 2018.
- (7) These restricted stock units, in the original grant amount of 14,188, began vesting in four equal annual installments on February 25, 2017.
- (8) These restricted stock units, in the original grant amount of 30,000, began vesting in four equal annual installments on May 4, 2016.
- (9) These stock options, in the original grant amount of 20,633 will begin vesting in four equal annual installments on February 23, 2019.
- (10) These stock options, in the original grant amount of 84,654, began vesting in four equal annual installments on February 24, 2018.
- (11) These stock options, in the original grant amount of 33,076, began vesting in four equal annual installments on February 25, 2017.
- (12) These stock options, in the original grant amount of 16,545, began vesting in four equal annual installments on February 26, 2016.
- (13) These stock options are 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.

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