

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Schmidt David Peter</u> (Last) (First) (Middle) <u>2202 NORTH WEST SHORE BLVD., STE. 500</u> (Street) <u>TAMPA FL 33607</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bloomin' Brands, Inc. [BLMN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2017</u> 4. If Amendment, Date of 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) <u>EVP & Pres. Bonefish Grill</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/25/2017		M		680	A	\$0	7,238	D	
Common Stock	02/25/2017		F		223	D	\$0	7,015	D	
Common Stock	02/26/2017		M		828	A	\$0	7,843	D	
Common Stock	02/26/2017		F		271	D	\$0	7,572	D	
Common Stock	02/26/2017		F		165 ⁽¹⁾	D	\$0	7,407	D	
Common Stock	02/27/2017		M		296	A	\$0	7,703	D	
Common Stock	02/27/2017		F		97	D	\$0	7,606	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.0	02/24/2017		A		9,976		(2)	(3)	Common Stock	9,976	\$0	9,976	D	
Restricted Stock Units	\$0.0	02/25/2017		M			680	(4)	(3)	Common Stock	680	\$0	2,043	D	
Restricted Stock Units	\$0.0	02/26/2017		M			828	(5)	(3)	Common Stock	828	\$0	1,656	D	
Restricted Stock Units	\$0.0	02/27/2017		M			296	(6)	(3)	Common Stock	296	\$0	297	D	
Stock Option (right to buy)	\$17.27	02/24/2017		A		23,763		(7)	02/24/2027	Common Stock	23,763	\$0	23,763	D	
Restricted Stock Units	\$0.0							(8)	(3)	Common Stock	25,000		25,000	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.0							(9)	(3)	Common Stock	1,875		1,875	D	
Restricted Stock Units	\$0.0							(10)	(3)	Common Stock	5,000		5,000	D	
Stock Option (right to buy)	\$17.96							(11)	08/01/2026	Common Stock	100,000		100,000	D	
Stock Option (right to buy)	\$17.8							(12)	03/01/2026	Common Stock	23,900		23,900	D	
Stock Option (right to buy)	\$17.15							(13)	02/25/2026	Common Stock	8,463		8,463	D	
Stock Option (right to buy)	\$25.36							(14)	02/26/2025	Common Stock	4,000		4,000	D	
Stock Option (right to buy)	\$25.32							(15)	02/27/2024	Common Stock	2,434		2,434	D	
Stock Option (right to buy)	\$17.4							(16)	02/26/2023	Common Stock	4,232		4,232	D	
Stock Option (right to buy)	\$6.5							(17)	04/06/2020	Common Stock	3,500		3,500	D	

Explanation of Responses:

- These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock.
- These restricted stock units, in the original grant amount of 9,976, will begin vesting in four equal annual installments on February 24, 2018.
- This field is not applicable.
- These restricted stock units, in the original grant amount of 2,723, began vesting in four equal annual installments on February 25, 2017.
- These restricted stock units, in the original grant amount of 3,310, began vesting in four equal annual installments on February 26, 2016.
- These restricted stock units, in the original grant amount of 1,185, began vesting in four equal annual installments on February 27, 2015.
- These stock options, in the original grant amount of 23,763, will begin vesting in four equal annual installments on February 24, 2018.
- These restricted stock units, in the original grant amount of 25,000, will begin vesting in four equal annual installments on August 1, 2017.
- These restricted stock units, in the original grant amount of 2,500, began vesting in four equal annual installments on September 1, 2016.
- These restricted stock units, in the original grant amount of 10,000, began vesting in four equal annual installments on October 1, 2015.
- These stock options, in the original grant amount of 100,000, will begin vesting in four equal annual installments on August 1, 2017.
- These stock options, in the original grant amount of 23,900, will begin vesting in two equal annual installments on March 1, 2017.
- These stock options, in the original grant amount of 8,463, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 4,000, began vesting in four equal annual installments on February 26, 2016.
- These stock options, in the original grant amount of 2,434, began vesting in four equal annual installments on February 27, 2015.
- These stock options are fully vested.
- This stock option is a replacement stock option and is fully vested.

Remarks:

Kelly Lefferts, as Attorney-in-Fact 02/28/2017

** Signature of Reporting Person Date

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

* 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).

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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