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

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

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

Name and Address of Reporting Person*  Kappitt Michael						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)					3. Da	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2017								X	Director 10% Owner  X Officer (give title Other (specify below)  EVP & President of Carrabba's				
2202 NORTH WEST SHORE BOULEVARD SUITE 500					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) TAMPA FL 33607														X	Form 1	filed by One filed by Mor n			
(City)	(S	tate)	(Zip)																
			le I - N						cquired, [	Disp									
1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day					Exed if ar	2A. Deemed Execution Date, f any Month/Day/Year)		Transact	Transaction Code (Instr.		4. Securities Acquired Disposed Of (D) (Instr. and 5)			5. Amo Securit Benefic Owned	ies :ially	6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amoui	unt (A) c		Price	Followi Reporte Transae (Instr. 3	ed ction(s)	(Instr. 4)		(Instr. 4)
Common Stock 01/03/20									M		6,2	_	A	\$0	20,826		D		
Common Stock 01/03/20						tive Securities Acqui			F		2,0			\$0	18,785(1)		D		
			able II	(e.g., p	outs, c	alls,	wa	arrant	s, options	spo s, co	onvert	tible s	ecurit	ies)	Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution if any (Month/		4. Transaction Code (Instr. 8)		n Number E		6. Date Exer Expiration I (Month/Day/	ate	of Sec Under Deriva		itle and Amount ecurities erlying vative Security tr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Own Forr Iy Dire or Ir	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Benefici Ownersh
							Disp of (I	posed D) tr. 3,								Transaction	on(s)		
					Code	v	Disp of (I	posed D) tr. 3, nd 5)	Date Exercisable	Exp Date	iration e	Title	Amo or Num of S			Transaction	on(s) 4)		
Restricted Stock Units	\$0.0	01/03/2017			Code	v	Disp of (I (Ins 4 an	posed D) tr. 3, nd 5)		Date		Title Commo	or Num of S	ıber	\$0	Transaction	on(s)	D	
Stock	\$0.0 \$0.0	01/03/2017				v	Disp of (I (Ins 4 an	posed D) tr. 3, nd 5)	Exercisable	Date	е	Comm	or Num of S	iber hares	\$0	Transactic (Instr. 4)	on(s)	D D	
Stock Units Restricted Stock Units Restricted Stock		01/03/2017				v	Disp of (I (Ins 4 an	posed D) tr. 3, nd 5)	(2)	Date	(3)	Comme	or Num of S  On 6,  On 11	hares	\$0	Transactic (Instr. 4)	on(s)		
Stock Units Restricted Stock	\$0.0	01/03/2017				v	Disp of (I (Ins 4 an	posed D) tr. 3, nd 5)	(2) (4)	Date	(3)	Commo Stock Commo Stock	or Num of S  On 6,50  11.  On 25.	aber hares 250 201	\$0	6,250	on(s)	D	
Restricted Stock Units Restricted Stock Units Restricted Stock Units Stock Option (right to out) Stock Option (right to out)	\$0.0	01/03/2017				v	Disp of (I (Ins 4 an	posed D) tr. 3, nd 5)	(2) (4) (5)	03/C	(3)	Comme Stock Comme Stock Comme	or Num of S  on 6,2  on 111.  on 25.  on 50,2  on 26.	250 201 000	\$0	6,250 11,201 25,000	on(s)	D D	
Stock Units  Restricted Stock Units  Restricted Stock Units  Restricted Stock Units  Stock Option right to buy)  Stock Option right to	\$0.0 \$0.0 \$17.8	01/03/2017				v	Disp of (I (Ins 4 an	posed D) tr. 3, nd 5)	(2) (4) (5)	03/0 02/2	(3) (3) (3) (3) (3)	Comme Stock Comme Stock Comme Stock Comme	or Num of S  On 6,,  On 25,  On 26,  O	250 2201 0000	\$0	6,250 11,201 25,000	on(s)	D 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)		4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Stock Option (right to buy)	\$23.87							(10)	01/02/2024	Common Stock	100,000		100,000	D	
Stock Option (right to buy)	\$17.4							(11)	02/26/2023	Common Stock	10,021		10,021	D	
Stock Option (right to buy)	\$10.03							(12)	07/05/2021	Common Stock	49,227		49,227	D	

## **Explanation of Responses:**

- 1. Certain of these shares represent restricted stock issued under a Bloomin' Brands, Inc. stock plan and are subject to risk of forfeiture. Of such shares, 6,250 continue to be subject to forfeiture under the plan.
- 2. These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on January 2, 2015.
- 3. This field is not applicable.
- 4. These restricted stock units, in the original grant amount of 11,201, will begin vesting in four equal annual installments on February 25, 2017.
- 5. These restricted stock units, in the original grant amount of 25,000, will begin vesting in four equal annual installments on February 12, 2017.
- 6. These stock options, in the original grant amount of 50,000, will begin vesting in four equal annual installments on February 12, 2017.
- 7. These stock options, in the original grant amount of 26,113, will begin vesting in four equal annual installments on February 25, 2017.
- 8. These stock options, in the original grant amount of 15,074, began vesting in four equal annual installments on February 26, 2016.
- $9. \ These \ stock \ options, in the \ original \ grant \ amount \ of \ 12,490, \ began \ vesting \ in \ four \ equal \ annual \ installments \ on \ February \ 27, \ 2015.$
- $10. \ These stock \ options, in the original \ grant \ amount \ of 100,000, \ began \ vesting \ in four \ equal \ annual \ installments \ on \ January \ 2, \ 2015.$
- $11. \ These \ stock \ options, in the \ original \ grant \ amount \ of \ 10,021, \ began \ vesting \ in \ four \ equal \ annual \ installments \ on \ February \ 26, \ 2014.$
- 12. These stock options are fully vested.

## Remarks:

/s/ Kelly Lefferts, as Attorneyin-Fact <u>01/05/2017</u>

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.