

## 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

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>HERLIHY DONAGH</u>  (Last) (First) (Middle) <u>2202 NORTH WEST SHORE BLVD.</u> <u>STE. 500</u>  (Street) <u>TAMPA</u> <u>FL</u> <u>33607</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bloomin' Brands, Inc. [ BLMN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Digital and CIO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2016</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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	11/01/2016		S		20,023	D	\$17.155 <sup>(1)</sup>	0	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							(2)	(3)	Common Stock	13,442		13,442	D	
Restricted Stock Units	\$0.0							(4)	(3)	Common Stock	25,000		25,000	D	
Stock Option (right to buy)	\$17.15							(5)	02/25/2026	Common Stock	31,335		31,335	D	
Stock Option (right to buy)	\$25.36							(6)	02/26/2025	Common Stock	26,471		26,471	D	
Stock Option (right to buy)	\$18.12							(7)	10/01/2024	Common Stock	250,000		250,000	D	

## Explanation of Responses:

- Price reflected is the weighted-average sales price for the shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transaction reported was \$17.10 to \$17.29. The reporting person undertakes to provide to 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.
- These restricted stock units, in the original grant amount of 13,442, will begin vesting in four equal annual installments on February 25, 2017.
- This field is not applicable.
- These restricted stock units, in the original grant amount of 50,000, began vesting in four equal annual installments on October 1, 2015.
- These stock options, in the original grant amount of 31,335, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 26,471, began vesting in four equal annual installments on February 26, 2016.
- These stock options, in the original grant amount of 250,000, began vesting in four equal annual installments on October 1, 2015

**Remarks:**

Kelly Lefferts, Attorney in  
Fact

11/04/2016

\*\* 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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