

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

BLOOMIN' BRANDS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

094235108

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons
J. Michael Chu

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC Use Only

4 Citizen or Place of Organization
United States

5 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
14,010,558

7 Sole Dispositive Power
0

8 Shared Dispositive Power
14,010,558

9 Aggregate Amount Beneficially Owned by Each Reporting Person
14,010,558

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not Applicable

11 Percent of Class Represented by Amount in Row 9
11.6%

12 Type of Reporting Person
IN

1 Names of Reporting Persons
Scott A. Dahnke

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizen or Place of Organization
United States

5 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
14,010,558

7 Sole Dispositive Power
0

8 Shared Dispositive Power
14,010,558

9 Aggregate Amount Beneficially Owned by Each Reporting Person
14,010,558

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not Applicable

11 Percent of Class Represented by Amount in Row 9
11.6%

12 Type of Reporting Person
IN

1 Names of Reporting Persons
CP6 Management, L.L.C.

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC Use Only

4 Citizen or Place of Organization
Delaware

5 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
14,010,558

7 Sole Dispositive Power
0

8 Shared Dispositive Power
14,010,558

9 Aggregate Amount Beneficially Owned by Each Reporting Person
14,010,558

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not Applicable

11 Percent of Class Represented by Amount in Row 9
11.6%

12 Type of Reporting Person
OO (Delaware Limited Liability Company)

1	Names of Reporting Persons Catterton Managing Partner VI, L.L.C.
2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizen or Place of Organization Delaware
	5 Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	6 Shared Voting Power 14,010,558
	7 Sole Dispositive Power 0
	8 Shared Dispositive Power 14,010,558
9	Aggregate Amount Beneficially Owned by Each Reporting Person 14,010,558
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> Not Applicable
11	Percent of Class Represented by Amount in Row 9 11.6%
12	Type of Reporting Person OO (Delaware Limited Liability Company)

1 Names of Reporting Persons
Catterton Partners VI - Kangaroo, L.P.

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC Use Only

4 Citizen or Place of Organization
Delaware

5 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
9,662,454

7 Sole Dispositive Power
0

8 Shared Dispositive Power
9,662,454

9 Aggregate Amount Beneficially Owned by Each Reporting Person
9,662,454

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not Applicable

11 Percent of Class Represented by Amount in Row 9
8.0%

12 Type of Reporting Person
PN

1	Names of Reporting Persons Catterton Partners VI - Kangaroo Coinvest, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizen or Place of Organization Delaware
	5 Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	6 Shared Voting Power 4,348,104
	7 Sole Dispositive Power 0
	8 Shared Dispositive Power 4,348,104
9	Aggregate Amount Beneficially Owned by Each Reporting Person 4,348,104
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> Not Applicable
11	Percent of Class Represented by Amount in Row 9 3.6%
12	Type of Reporting Person PN

-
- Item 1.**
- (a) Name of Issuer:
Bloomin' Brands, Inc. (the "Issuer")
-
- (b) Address of Issuer's Principal Executive Offices:
2202 North West Shore Boulevard, Suite 500
Tampa, Florida 33607
-
- Item 2.**
- (a) Name of Person Filing:
Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:
- J. Michael Chu
Scott A. Dahnke
CP6 Management, L.L.C.
Catterton Managing Partner VI, L.L.C.
Catterton Partners VI - Kangaroo, L.P.
Catterton Partners VI - Kangaroo Coinvest, L.P.
-
- (b) Address or Principal Business Office:
The address for each of the Reporting Persons is c/o Catterton Management Company, L.L.C., 599 West Putnam Avenue, Greenwich, CT 06830.
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- (c) Citizenship of each Reporting Person is:
Each of the reporting persons is organized in the state of Delaware, except for Messrs. Chu and Dahnke, who are a natural persons and citizens of the United States.
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- (d) Title of Class of Securities:
Common stock, \$0.01 par value ("Common Stock")
-
- (e) CUSIP Number:
094235108
-

Item 3.

Not applicable.

Item 4. Ownership**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock as of December 31, 2012, based upon 121,102,451 shares of Common Stock outstanding as of November 5, 2012.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
J. Michael Chu	14,010,558	11.6%	0	14,010,558	0	14,010,558
Scott A. Dahnke	14,010,558	11.6%	0	14,010,558	0	14,010,558
CP6 Management, L.L.C.	14,010,558	11.6%	0	14,010,558	0	14,010,558
Catterton Managing Partner VI, L.L.C.	14,010,558	11.6%	0	14,010,558	0	14,010,558
Catterton Partners VI - Kangaroo, L.P.	9,662,454	8.0%	0	9,662,454	0	9,662,454
Catterton Partners VI - Kangaroo Coinvest, L.P.	4,348,104	3.6%	0	4,348,104	0	4,348,104

Catterton Partners VI - Kangaroo, L.P. ("Catterton Partners VI"), a Delaware limited partnership, and Catterton Partners VI - Kangaroo Coinvest, L.P. ("Catterton Partners VI, Coinvest"), a Delaware limited partnership, are the record holders of 9,662,454 shares and 4,348,104 shares, respectively. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner VI"), a Delaware limited liability company, is the general partner of Catterton Partners VI and Catterton Partners VI, Coinvest. CP6 Management, L.L.C. ("CP6 Management," and together with Catterton Partners VI, Catterton Partners VI, Coinvest, and Catterton Managing Partner VI collectively, "Catterton Partners and Related Funds"), a Delaware limited liability company, is the managing member of Catterton Managing Partner VI and as such exercises voting and dispositive control over the shares held of record by Catterton Partners VI and Catterton Partners VI, Coinvest. The management of CP6 Management is controlled by a managing board. J. Michael Chu and Scott A. Dahnke are the members of the managing board of CP6 Management and as such could be deemed to share voting and dispositive control over the shares held of record and beneficially owned by Catterton Partners and Related Funds. Mr. Chu and Mr. Dahnke both disclaim beneficial ownership of any of the shares held of record and beneficially owned by Catterton Partners and Related Funds.

The Reporting Persons are parties to certain arrangements relating to the disposition of shares of Common Stock with BCIP Associates - G, BCIP TCV, LLC, Bain Capital Integral Investors 2006, LLC, Bain Capital (OSI) IX, L.P., Bain Capital (OSI) IX Coinvestment, L.P., Chris Sullivan, the Chris T. Sullivan Foundation, CTS Equities Limited Partnership, Robert D. Basham and RDB Equities Limited Partnership. As a result, the foregoing persons may be deemed to be a group for purposes of Section 13(d) under the Securities Exchange Act of 1934. As of December 31, 2012, such persons collectively own 95,533,802 shares of Common Stock, or 78.9% of the outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock held by any person other than such Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

J. MICHAEL CHU

By: /s/ J. Michael Chu

SCOTT A. DAHNKE

By: /s/ Scott A. Dahnke

CP6 MANAGEMENT, L.L.C.

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

CATTERTON MANAGING PARTNER VI, L.L.C.

By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

CATTERTON PARTNERS VI - KANGAROO, L.P.

By: Catterton Managing Partner VI, L.L.C., its general partner

By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

CATTERTON PARTNERS VI — KANGAROO COINVEST, L.P.

By: Catterton Managing Partner VI, L.L.C., its general partner

By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

LIST OF EXHIBITS

Exhibit No.	Description
24	Power of Attorney
99	Joint Filing Agreement

POWER OF ATTORNEY

The undersigned understands that, from time to time, the Catterton Persons (defined below) are required to prepare, execute and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Joseph J. Kadow, David J. Deno, Kelly Lefferts, Janet A. Spreen and Elizabeth K. Riotte, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the name of each Catterton Person and on behalf of each Catterton Person, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933 (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") or any rule or regulation of the SEC;
- (2) prepare and execute for and on behalf of each Catterton Person, in the undersigned's capacity as a Managing Director, authorized person, officer and/or director of each Catterton Person, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each Catterton Person which may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done

in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted, whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Catterton Persons or entities that directly or indirectly hold interests in the Catterton Persons.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by Catterton Management Company, L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Catterton Persons" shall consist of: (i) Catterton Managing Partner VI, L.L.C., a Delaware limited liability company, Catterton Partners VI - Kangaroo, L.P., a Delaware limited partnership, Catterton Partners VI - Kangaroo Coinvest, L.P., a Delaware limited partnership, and CP6 Management, L.L.C., a Delaware limited liability company; (ii) their respective owners; (iii) the subsidiaries and affiliates of the foregoing in clauses (i) and (ii) and (iv) Messrs. Scott A. Dahnke and J. Michael Chu, including without limitation investment funds sponsored directly or indirectly by one or more of the Catterton Persons.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of February, 2013.

/s/ J. Michael Chu
Name: J. Michael Chu

/s/ Scott A. Dahnke
Name: Scott A. Dahnke

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the Common Stock beneficially owned by each of them of Bloomin' Brands, Inc. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14th day of February, 2013.

J. MICHAEL CHU

By: /s/ J. Michael Chu

SCOTT A. DAHNKE

By: /s/ Scott A. Dahnke

CP6 MANAGEMENT, L.L.C.

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

CATTERTON MANAGING PARTNER VI, L.L.C.

By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

CATTERTON PARTNERS VI - KANGAROO, L.P.

By: Catterton Managing Partner VI, L.L.C., its general partner
By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

CATTERTON PARTNERS VI — KANGAROO COINVEST, L.P.

By: Catterton Managing Partner VI, L.L.C., its general partner
By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person
