

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No.)¹

Bloomin' Brands, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

094235108
(CUSIP Number)

JEFFREY C. SMITH
STARBOARD VALUE LP
777 Third Avenue, 18th Floor
New York, New York 10017
(212) 845-7977

ANDREW FREEDMAN, ESQ.
MEAGAN REDA, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 8, 2023
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ 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 disclosures provided in a prior cover page.

The information required on 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 | NAME OF REPORTING PERSON STARBOARD VALUE LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 8,623,000 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 8,623,000 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,623,000* | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9% | |
| 14 | TYPE OF REPORTING PERSON PN | |

* Includes 875,663 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 5,099,684 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 5,099,684 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,099,684* | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9% | |
| 14 | TYPE OF REPORTING PERSON CO | |

* Includes 875,663 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

| | | |
|---|---|---------------------------------------|
| 1 | NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY S LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 616,035 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 616,035 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 616,035 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% | |
| 14 | TYPE OF REPORTING PERSON OO | |

| | | |
|---|---|---------------------------------------|
| 1 | NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY C LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 470,795 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 470,795 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 470,795 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|---|---|---------------------------------------|
| 1 | NAME OF REPORTING PERSON STARBOARD VALUE R LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 470,795 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 470,795 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 470,795 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|---|---|---------------------------------------|
| 1 | NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 265,654 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 265,654 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 265,654 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|---|---|---------------------------------------|
| 1 | NAME OF REPORTING PERSON STARBOARD VALUE L LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 265,654 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 265,654 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 265,654 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|---|---|---------------------------------------|
| 1 | NAME OF REPORTING PERSON STARBOARD VALUE R GP LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 736,449 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 736,449 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 736,449 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% | |
| 14 | TYPE OF REPORTING PERSON OO | |

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON STARBOARD X MASTER FUND LTD | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 1,268,650 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 1,268,650 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,268,650 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.5% | |
| 14 | TYPE OF REPORTING PERSON CO | |

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON STARBOARD VALUE GP LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 8,623,000 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 8,623,000 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,623,000* | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9% | |
| 14 | TYPE OF REPORTING PERSON OO | |

* Includes 875,663 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON STARBOARD PRINCIPAL CO LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 8,623,000 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 8,623,000 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,623,000* | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9% | |
| 14 | TYPE OF REPORTING PERSON PN | |

* Includes 875,663 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON STARBOARD PRINCIPAL CO GP LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 8,623,000 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 8,623,000 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,623,000* | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9% | |
| 14 | TYPE OF REPORTING PERSON OO | |

* Includes 875,663 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON JEFFREY C. SMITH | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER - 0 - |
| | 8 | SHARED VOTING POWER 8,623,000 |
| | 9 | SOLE DISPOSITIVE POWER - 0 - |
| | 10 | SHARED DISPOSITIVE POWER 8,623,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,623,000* | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9% | |
| 14 | TYPE OF REPORTING PERSON IN | |

* Includes 875,663 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON PETER A. FELD | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER - 0 - |
| | 8 | SHARED VOTING POWER 8,623,000 |
| | 9 | SOLE DISPOSITIVE POWER - 0 - |
| | 10 | SHARED DISPOSITIVE POWER 8,623,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,623,000* | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9% | |
| 14 | TYPE OF REPORTING PERSON IN | |

* Includes 875,663 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$0.01 par value per share (the "Shares"), of Bloomin' Brands, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 2202 North West Shore Boulevard, Suite 500, Tampa, Florida 33607.

Item 2. Identity and Background.

(a) This statement is filed by:

- (i) Starboard Value and Opportunity Master Fund Ltd, a Cayman Islands exempted company ("Starboard V&O Fund"), with respect to the Shares directly and beneficially owned by it;
- (ii) Starboard Value and Opportunity S LLC, a Delaware limited liability company ("Starboard S LLC"), with respect to the Shares directly and beneficially owned by it;
- (iii) Starboard Value and Opportunity C LP, a Delaware limited partnership ("Starboard C LP"), with respect to the Shares directly and beneficially owned by it;
- (iv) Starboard Value R LP ("Starboard R LP"), as the general partner of Starboard C LP;
- (v) Starboard Value and Opportunity Master Fund L LP, a Cayman Islands exempted limited partnership ("Starboard L Master"), with respect to the Shares directly and beneficially owned by it;
- (vi) Starboard Value L LP ("Starboard L GP"), as the general partner of Starboard L Master;
- (vii) Starboard Value R GP LLC ("Starboard R GP"), as the general partner of Starboard R LP and Starboard L GP;
- (viii) Starboard X Master Fund Ltd, a Cayman Islands exempted company ("Starboard X Master"), with respect to the Shares directly and beneficially owned by it;
- (ix) Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard X Master and of a certain managed account (the "Starboard Value LP Account") and the manager of Starboard S LLC;
- (x) Starboard Value GP LLC ("Starboard Value GP"), as the general partner of Starboard Value LP;
- (xi) Starboard Principal Co LP ("Principal Co"), as a member of Starboard Value GP;

- (xii) Starboard Principal Co GP LLC (“Principal GP”), as the general partner of Principal Co;
- (xiii) Jeffrey C. Smith, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP; and
- (xiv) Peter A. Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard R LP, Starboard L Master, Starboard L GP, Starboard R GP, Starboard X Master, Starboard Value LP, Starboard Value GP, Principal Co and Principal GP is 777 Third Avenue, 18th Floor, New York, New York 10017. The address of the principal office of each of Messrs. Smith and Feld is c/o Starboard Value LP, 201 E Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301. The officers and directors of Starboard V&O Fund and Starboard X Master and their principal occupations and business addresses are set forth on Schedule A and are incorporated by reference in this Item 2.

(c) The principal business of Starboard V&O Fund is serving as a private investment fund. Starboard V&O Fund has been formed for the purpose of making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value. Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master have been formed for the purpose of investing in securities and engaging in all related activities and transactions. Starboard Value LP provides investment advisory and management services and acts as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard X Master and the Starboard Value LP Account and the manager of Starboard S LLC. The principal business of Starboard Value GP is providing a full range of investment advisory, pension advisory and management services and serving as the general partner of Starboard Value LP. The principal business of Principal Co is providing investment advisory and management services. Principal Co is a member of Starboard Value GP. Principal GP serves as the general partner of Principal Co. Starboard R LP serves as the general partner of Starboard C LP. Starboard L GP serves as the general partner of Starboard L Master. Starboard R GP serves as the general partner of Starboard R LP and Starboard L GP. Messrs. Smith and Feld serve as members of Principal GP and the members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

(d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Smith and Feld are citizens of the United States of America. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule B, which is incorporated by reference herein. The aggregate purchase price of the 4,224,021 Shares beneficially owned by Starboard V&O Fund is approximately \$110,390,063, excluding brokerage commissions. The aggregate purchase price of the entered into over-the-counter forward purchase contracts providing for the purchase of 875,663 Shares by Starboard V&O Fund is approximately \$20,816,725, excluding brokerage commissions. The aggregate purchase price of the 616,035 Shares beneficially owned by Starboard S LLC is approximately \$15,825,153, excluding brokerage commissions. The aggregate purchase price of the 470,795 Shares beneficially owned by Starboard C LP is approximately \$12,091,558, excluding brokerage commissions. The aggregate purchase price of the 265,654 Shares beneficially owned by Starboard L Master is approximately \$6,823,239, excluding brokerage commissions. The aggregate purchase price of the 1,268,650 Shares beneficially owned by Starboard X Master is approximately \$32,641,967, excluding brokerage commissions. The aggregate purchase price of the 902,182 Shares held in the Starboard Value LP Account is approximately \$23,847,969, excluding brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board of Directors of the Issuer, engaging in discussions with stockholders of the Issuer or other third parties about the Issuer and the Reporting Persons' investment, including potential business combinations or dispositions involving the Issuer or certain of its businesses, making recommendations or proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition), potential business combinations or dispositions involving the Issuer or certain of its businesses, or suggestions for improving the Issuer's financial and/or operational performance, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 87,097,283 Shares outstanding, as of July 27, 2023, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 1, 2023.

A. Starboard V&O Fund

- (a) As of the close of business on August 17, 2023, Starboard V&O Fund beneficially owned 5,099,684 Shares, including 875,663 Shares underlying certain forward purchase contracts.

Percentage: Approximately 5.9%

- (b) 1. Sole power to vote or direct vote: 5,099,684
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 5,099,684
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in securities of the Issuer by Starboard V&O Fund during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

B. Starboard S LLC

- (a) As of the close of business on August 17, 2023, Starboard S LLC beneficially owned 616,035 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 616,035
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 616,035
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in securities of the Issuer by Starboard S LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

C. Starboard C LP

- (a) As of the close of business on August 17, 2023, Starboard C LP beneficially owned 470,795 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 470,795
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 470,795
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in securities of the Issuer by Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

D. Starboard R LP

- (a) As of close of business on August 17, 2023, Starboard R LP may be deemed the beneficial owner of 470,795 Shares.
Percentage: Less than 1%
- (b)
 - 1. Sole power to vote or direct vote: 470,795
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 470,795
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R LP has not entered into any transactions in securities of the Issuer during the past sixty days. The transactions in securities of the Issuer by Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

E. Starboard L Master

- (a) As of the close of business on August 17, 2023, Starboard L Master beneficially owned 265,654 Shares.
Percentage: Less than 1%
- (b)
 - 1. Sole power to vote or direct vote: 265,654
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 265,654
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in securities of the Issuer by Starboard L Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

F. Starboard L GP

- (a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 265,654 Shares owned by Starboard L Master.
Percentage: Less than 1%
- (b)
 - 1. Sole power to vote or direct vote: 265,654
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 265,654
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L GP has not entered into any transactions in securities of the Issuer during the past sixty days. The transactions in securities of the Issuer on behalf of Starboard L Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

G. Starboard R GP

- (a) Starboard R GP, as the general partner of Starboard R LP and Starboard L GP, may be deemed the beneficial owner of the (i) 470,795 Shares owned by Starboard C LP and (ii) 265,654 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 736,449
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 736,449
4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R GP has not entered into any transactions in securities of the Issuer during the past sixty days. The transactions in securities of the Issuer on behalf of each of Starboard C LP and Starboard L Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

H. Starboard X Master

- (a) As of the close of business on August 17, 2023, Starboard X Master beneficially owned 1,268,650 Shares.

Percentage: Approximately 1.5%

- (b) 1. Sole power to vote or direct vote: 1,268,650
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 1,268,650
4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in securities of the Issuer by Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

I. Starboard Value LP

- (a) As of the close of business on August 17, 2023, 902,182 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard X Master, and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 5,099,684 Shares owned by Starboard V&O Fund, (ii) 616,035 Shares owned by Starboard S LLC, (iii) 470,795 Shares owned by Starboard C LP, (iv) 265,654 Shares owned by Starboard L Master, (v) 1,268,650 Shares owned by Starboard X Master and (vi) 902,182 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 8,623,000
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 8,623,000
4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in securities of the Issuer by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

J. Starboard Value GP

- (a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 5,099,684 Shares owned by Starboard V&O Fund, (ii) 616,035 Shares owned by Starboard S LLC, (iii) 470,795 Shares owned by Starboard C LP, (iv) 265,654 Shares owned by Starboard L Master, (v) 1,268,650 Shares owned by Starboard X Master and (vi) 902,182 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 8,623,000
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 8,623,000
4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in securities of the Issuer during the past sixty days. The transactions in securities of the Issuer by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

K. Principal Co

- (a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 5,099,684 Shares owned by Starboard V&O Fund, (ii) 616,035 Shares owned by Starboard S LLC, (iii) 470,795 Shares owned by Starboard C LP, (iv) 265,654 Shares owned by Starboard L Master, (v) 1,268,650 Shares owned by Starboard X Master and (vi) 902,182 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 8,623,000
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 8,623,000
4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in securities of the Issuer during the past sixty days. The transactions in securities of the Issuer by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference

L. Principal GP

- (a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of (i) 5,099,684 Shares owned by Starboard V&O Fund, (ii) 616,035 Shares owned by Starboard S LLC, (iii) 470,795 Shares owned by Starboard C LP, (iv) 265,654 Shares owned by Starboard L Master, (v) 1,268,650 Shares owned by Starboard X Master and (vi) 902,182 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b)
 - 1. Sole power to vote or direct vote: 8,623,000
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 8,623,000
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in securities of the Issuer during the past sixty days. The transactions in securities of the Issuer by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference

M. Messrs. Smith and Feld

- (a) Each of Messrs. Smith and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 5,099,684 Shares owned by Starboard V&O Fund, (ii) 616,035 Shares owned by Starboard S LLC, (iii) 470,795 Shares owned by Starboard C LP, (iv) 265,654 Shares owned by Starboard L Master, (v) 1,268,650 Shares owned by Starboard X Master and (vi) 902,182 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b)
 - 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 8,623,000
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 8,623,000
- (c) None of Messrs. Smith or Feld has entered into any transactions in securities of the Issuer during the past sixty days. The transactions in securities of the Issuer by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Starboard V&O Fund entered into forward purchase contracts with Morgan Stanley as the counterparty providing for the purchase of an aggregate of 875,663 Shares having an aggregate purchase price of approximately \$20,816,725 (each a “MS Forward Contract”). Each of the MS Forward Contracts has a final valuation date of March 27, 2024, however, Starboard V&O Fund has the ability to elect early settlement after serving notice to the counter-party of such intention at least two scheduled trading days in advance of the desired early final valuation date. Each of the MS Forward Contracts provides for physical settlement. Until the settlement date, none of the MS Forward Contracts give the Reporting Persons voting and dispositive control over the Shares to which such contracts relate.

On August 18, 2023, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

- 99.1 Joint Filing Agreement by and among Starboard Value and Opportunity Master Fund Ltd, Starboard Value and Opportunity S LLC, Starboard Value and Opportunity C LP, Starboard Value R LP, Starboard Value and Opportunity Master Fund L LP, Starboard Value L LP, Starboard Value R GP LLC, Starboard X Master Fund Ltd, Starboard Value LP, Starboard Value GP LLC, Starboard Principal Co LP, Starboard Principal Co GP LLC, Jeffrey C. Smith and Peter A. Feld, dated August 18, 2023.
- 99.2 Powers of Attorney for Jeffrey C. Smith and Peter A. Feld, dated August 18, 2023.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 18, 2023

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP,
its investment manager

STARBOARD VALUE L LP

By: Starboard Value R GP LLC,
its general partner

STARBOARD VALUE AND OPPORTUNITY S LLC

By: Starboard Value LP,
its manager

STARBOARD X MASTER FUND LTD

By: Starboard Value LP,
its investment manager

STARBOARD VALUE AND OPPORTUNITY C LP

By: Starboard Value R LP,
its general partner

STARBOARD VALUE LP

By: Starboard Value GP LLC,
its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,
its general partner

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,
its member

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

By: Starboard Value L LP,
its general partner

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,
its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith
Name: Jeffrey C. Smith
Title: Authorized Signatory

/s/ Jeffrey C. Smith
JEFFREY C. SMITH
Individually and as attorney-in-fact for Peter A. Feld

SCHEDULE A**Directors and Officers of Starboard Value and Opportunity Master Fund Ltd and Starboard X Master Fund Ltd**

| <u>Name and Position</u> | <u>Principal Occupation</u> | <u>Principal Business Address</u> | <u>Citizenship</u> |
|----------------------------|--|--|--------------------------|
| Patrick Agemian Director | Director of Global Funds Management, Ltd. | PO Box 10034, Harbour Place 2nd Floor 103 South Church Street Grand Cayman Cayman Islands, KY1-1001 | Canada |
| Kenneth R. Marlin Director | Chief Financial Officer, Starboard Value LP | 201 E Las Olas Boulevard, Suite 1000 Fort Lauderdale, Florida 33301 | United States of America |
| Alaina Danley Director | Managing Director of Waystone Governance Ltd. | Waystone Governance Ltd. Suite 5B201, 2nd Floor One Nexus Way P.O. Box 2587 Grand Cayman Cayman Islands, KY1-1103 | Cayman Islands |

SCHEDULE B**Transactions in Securities of the Issuer During the Past Sixty Days**

| <u>Nature of the Transaction</u> | <u>Amount of Securities Purchased/(Sold)</u> | <u>Price (\$)</u> | <u>Date of Purchase/Sale</u> |
|---|--|-------------------|----------------------------------|
| <u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD</u> | | | |
| Sale of Forward Contract | (120,819) | 26.8612 | 07/31/2023 |
| Purchase of Common Stock | 131,175 | 25.9016 | 08/01/2023 |
| Purchase of Common Stock | 131,175 | 25.9016 | 08/01/2023 |
| Purchase of Common Stock | 2,536 | 25.0413 | 08/02/2023 |
| Purchase of Common Stock | 2,536 | 25.0413 | 08/02/2023 |
| Purchase of Common Stock | 114,064 | 25.2643 | 08/02/2023 |
| Purchase of Common Stock | 114,064 | 25.2643 | 08/02/2023 |
| Purchase of Common Stock | 18,948 | 25.3090 | 08/03/2023 |
| Purchase of Common Stock | 18,947 | 25.3090 | 08/03/2023 |
| Purchase of Common Stock | 14,575 | 25.4475 | 08/08/2023 |
| Purchase of Common Stock | 14,575 | 25.4475 | 08/08/2023 |
| Purchase of Common Stock | 11,953 | 25.0315 | 08/08/2023 |
| Purchase of Common Stock | 11,953 | 25.0315 | 08/08/2023 |
| Purchase of Common Stock | 65,535 | 25.3393 | 08/08/2023 |
| Purchase of Common Stock | 65,535 | 25.3393 | 08/08/2023 |
| Purchase of Common Stock | 215,127 | 25.9860 | 08/09/2023 |
| Purchase of Common Stock | 215,127 | 25.9860 | 08/09/2023 |
| Purchase of Common Stock | 9,167 | 25.9835 | 08/09/2023 |
| Purchase of Common Stock | 9,167 | 25.9835 | 08/09/2023 |
| Purchase of Common Stock | 87,820 | 26.0718 | 08/09/2023 |
| Purchase of Common Stock | 87,820 | 26.0718 | 08/09/2023 |
| Purchase of Common Stock | 218,625 | 25.9208 | 08/10/2023 |
| Purchase of Common Stock | 218,625 | 25.9208 | 08/10/2023 |
| Purchase of Common Stock | 28,382 | 25.7651 | 08/10/2023 |
| Purchase of Common Stock | 28,382 | 25.7651 | 08/10/2023 |
| Purchase of Common Stock | 102,025 | 24.9642 | 08/11/2023 |
| Purchase of Common Stock | 102,025 | 24.9642 | 08/11/2023 |
| Purchase of Common Stock | 5,830 | 24.9111 | 08/11/2023 |
| Purchase of Common Stock | 5,830 | 24.9111 | 08/11/2023 |
| Purchase of Common Stock | 116,600 | 25.0448 | 08/14/2023 |
| Purchase of Common Stock | 116,600 | 25.0448 | 08/14/2023 |
| Purchase of Common Stock | 7,705 | 24.9261 | 08/14/2023 |
| Purchase of Common Stock | 7,705 | 24.9261 | 08/14/2023 |
| Purchase of Common Stock | 188,600 | 26.4362 | 08/16/2023 |
| Purchase of Common Stock | 188,600 | 26.4362 | 08/16/2023 |
| Exercise of Forward Contract | 1,200,000 | 27.0797 | 08/17/2023 |
| Purchase of Common Stock | 173,344 | 25.8873 | 08/17/2023 |
| Purchase of Common Stock | 173,344 | 25.8873 | 08/17/2023 |

STARBOARD VALUE AND OPPORTUNITY S LLC

| | | | |
|------------------------------|----------|---------|------------|
| Sale of Forward Contract | (14,119) | 26.8612 | 07/31/2023 |
| Purchase of Common Stock | 32,400 | 25.9016 | 08/01/2023 |
| Purchase of Common Stock | 626 | 25.0413 | 08/02/2023 |
| Purchase of Common Stock | 28,174 | 25.2643 | 08/02/2023 |
| Purchase of Common Stock | 4,680 | 25.3090 | 08/03/2023 |
| Purchase of Common Stock | 3,600 | 25.4475 | 08/08/2023 |
| Purchase of Common Stock | 2,952 | 25.0315 | 08/08/2023 |
| Purchase of Common Stock | 16,187 | 25.3393 | 08/08/2023 |
| Purchase of Common Stock | 53,136 | 25.9860 | 08/09/2023 |
| Purchase of Common Stock | 2,264 | 25.9835 | 08/09/2023 |
| Purchase of Common Stock | 21,691 | 26.0718 | 08/09/2023 |
| Purchase of Common Stock | 54,000 | 25.9208 | 08/10/2023 |
| Purchase of Common Stock | 7,010 | 25.7651 | 08/10/2023 |
| Purchase of Common Stock | 25,200 | 24.9642 | 08/11/2023 |
| Purchase of Common Stock | 1,440 | 24.9111 | 08/11/2023 |
| Purchase of Common Stock | 28,800 | 25.0448 | 08/14/2023 |
| Purchase of Common Stock | 1,903 | 24.9261 | 08/14/2023 |
| Exercise of Forward Contract | 242,571 | 25.5812 | 08/14/2023 |
| Purchase of Common Stock | 46,585 | 26.4362 | 08/16/2023 |
| Purchase of Common Stock | 42,816 | 25.8873 | 08/17/2023 |

STARBOARD VALUE AND OPPORTUNITY C LP

| | | | |
|------------------------------|----------|---------|------------|
| Sale of Forward Contract | (10,798) | 26.8612 | 07/31/2023 |
| Purchase of Common Stock | 24,750 | 25.9016 | 08/01/2023 |
| Purchase of Common Stock | 478 | 25.0413 | 08/02/2023 |
| Purchase of Common Stock | 21,522 | 25.2643 | 08/02/2023 |
| Purchase of Common Stock | 3,575 | 25.3090 | 08/03/2023 |
| Purchase of Common Stock | 2,750 | 25.4475 | 08/08/2023 |
| Purchase of Common Stock | 2,255 | 25.0315 | 08/08/2023 |
| Purchase of Common Stock | 12,365 | 25.3393 | 08/08/2023 |
| Purchase of Common Stock | 40,590 | 25.9860 | 08/09/2023 |
| Purchase of Common Stock | 1,730 | 25.9835 | 08/09/2023 |
| Purchase of Common Stock | 16,570 | 26.0718 | 08/09/2023 |
| Purchase of Common Stock | 41,250 | 25.9208 | 08/10/2023 |
| Purchase of Common Stock | 5,355 | 25.7651 | 08/10/2023 |
| Purchase of Common Stock | 19,250 | 24.9642 | 08/11/2023 |
| Purchase of Common Stock | 1,100 | 24.9111 | 08/11/2023 |
| Purchase of Common Stock | 22,000 | 25.0448 | 08/14/2023 |
| Purchase of Common Stock | 1,454 | 24.9261 | 08/14/2023 |
| Exercise of Forward Contract | 185,510 | 25.5675 | 08/14/2023 |
| Purchase of Common Stock | 35,585 | 26.4362 | 08/16/2023 |
| Purchase of Common Stock | 32,706 | 25.8873 | 08/17/2023 |

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

| | | | |
|------------------------------|---------|---------|------------|
| Sale of Forward Contract | (6,103) | 26.8612 | 07/31/2023 |
| Purchase of Common Stock | 13,950 | 25.9016 | 08/01/2023 |
| Purchase of Common Stock | 270 | 25.0413 | 08/02/2023 |
| Purchase of Common Stock | 12,130 | 25.2643 | 08/02/2023 |
| Purchase of Common Stock | 2,015 | 25.3090 | 08/03/2023 |
| Purchase of Common Stock | 1,550 | 25.4475 | 08/08/2023 |
| Purchase of Common Stock | 1,271 | 25.0315 | 08/08/2023 |
| Purchase of Common Stock | 6,970 | 25.3393 | 08/08/2023 |
| Purchase of Common Stock | 22,878 | 25.9860 | 08/09/2023 |
| Purchase of Common Stock | 975 | 25.9835 | 08/09/2023 |
| Purchase of Common Stock | 9,339 | 26.0718 | 08/09/2023 |
| Purchase of Common Stock | 23,250 | 25.9208 | 08/10/2023 |
| Purchase of Common Stock | 3,018 | 25.7651 | 08/10/2023 |
| Purchase of Common Stock | 10,850 | 24.9642 | 08/11/2023 |
| Purchase of Common Stock | 620 | 24.9111 | 08/11/2023 |
| Purchase of Common Stock | 12,400 | 25.0448 | 08/14/2023 |
| Purchase of Common Stock | 819 | 24.9261 | 08/14/2023 |
| Exercise of Forward Contract | 104,857 | 25.5714 | 08/14/2023 |
| Purchase of Common Stock | 20,057 | 26.4362 | 08/16/2023 |
| Purchase of Common Stock | 18,435 | 25.8873 | 08/17/2023 |

STARBOARD X MASTER FUND LTD

| | | | |
|------------------------------|----------|---------|------------|
| Sale of Forward Contract | (27,349) | 26.8612 | 07/31/2023 |
| Purchase of Common Stock | 69,300 | 25.9016 | 08/01/2023 |
| Purchase of Common Stock | 1,340 | 25.0413 | 08/02/2023 |
| Purchase of Common Stock | 60,260 | 25.2643 | 08/02/2023 |
| Purchase of Common Stock | 10,010 | 25.3090 | 08/03/2023 |
| Purchase of Common Stock | 7,700 | 25.4475 | 08/08/2023 |
| Purchase of Common Stock | 6,315 | 25.0315 | 08/08/2023 |
| Purchase of Common Stock | 34,623 | 25.3393 | 08/08/2023 |
| Purchase of Common Stock | 113,652 | 25.9860 | 08/09/2023 |
| Purchase of Common Stock | 4,843 | 25.9835 | 08/09/2023 |
| Purchase of Common Stock | 46,395 | 26.0718 | 08/09/2023 |
| Purchase of Common Stock | 115,500 | 25.9208 | 08/10/2023 |
| Purchase of Common Stock | 14,994 | 25.7651 | 08/10/2023 |
| Purchase of Common Stock | 53,900 | 24.9642 | 08/11/2023 |
| Purchase of Common Stock | 3,080 | 24.9111 | 08/11/2023 |
| Purchase of Common Stock | 61,600 | 25.0448 | 08/14/2023 |
| Purchase of Common Stock | 4,070 | 24.9261 | 08/14/2023 |
| Exercise of Forward Contract | 469,852 | 25.6605 | 08/14/2023 |
| Purchase of Common Stock | 99,638 | 26.4362 | 08/16/2023 |
| Purchase of Common Stock | 91,578 | 25.8873 | 08/17/2023 |

STARBOARD VALUE LP
(Through the Starboard Value LP Account)

| | | | |
|------------------------------|----------|---------|------------|
| Sale of Forward Contract | (20,812) | 26.8612 | 07/31/2023 |
| Purchase of Common Stock | 47,250 | 25.9016 | 08/01/2023 |
| Purchase of Common Stock | 914 | 25.0413 | 08/02/2023 |
| Purchase of Common Stock | 41,086 | 25.2643 | 08/02/2023 |
| Purchase of Common Stock | 6,825 | 25.3090 | 08/03/2023 |
| Purchase of Common Stock | 5,250 | 25.4475 | 08/08/2023 |
| Purchase of Common Stock | 4,306 | 25.0315 | 08/08/2023 |
| Purchase of Common Stock | 23,606 | 25.3393 | 08/08/2023 |
| Purchase of Common Stock | 77,490 | 25.9860 | 08/09/2023 |
| Purchase of Common Stock | 3,302 | 25.9835 | 08/09/2023 |
| Purchase of Common Stock | 31,633 | 26.0718 | 08/09/2023 |
| Purchase of Common Stock | 78,750 | 25.9208 | 08/10/2023 |
| Purchase of Common Stock | 10,223 | 25.7651 | 08/10/2023 |
| Purchase of Common Stock | 36,750 | 24.9642 | 08/11/2023 |
| Purchase of Common Stock | 2,100 | 24.9111 | 08/11/2023 |
| Purchase of Common Stock | 42,000 | 25.0448 | 08/14/2023 |
| Purchase of Common Stock | 2,775 | 24.9261 | 08/14/2023 |
| Exercise of Forward Contract | 357,547 | 27.4620 | 08/14/2023 |
| Purchase of Common Stock | 67,935 | 26.4362 | 08/16/2023 |
| Purchase of Common Stock | 62,440 | 25.8873 | 08/17/2023 |

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of Common Stock, \$0.01 par value per share, of Bloomin' Brands, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: August 18, 2023

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD
By: Starboard Value LP,
its investment manager

STARBOARD VALUE L LP
By: Starboard Value R GP LLC,
its general partner

STARBOARD VALUE AND OPPORTUNITY S LLC
By: Starboard Value LP,
its manager

STARBOARD X MASTER FUND LTD
By: Starboard Value LP,
its investment manager

STARBOARD VALUE AND OPPORTUNITY C LP
By: Starboard Value R LP,
its general partner

STARBOARD VALUE LP
By: Starboard Value GP LLC,
its general partner

STARBOARD VALUE R LP
By: Starboard Value R GP LLC,
its general partner

STARBOARD VALUE GP LLC
By: Starboard Principal Co LP,
its member

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP
By: Starboard Value L LP,
its general partner

STARBOARD PRINCIPAL CO LP
By: Starboard Principal Co GP LLC,
its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith
Name: Jeffrey C. Smith
Title: Authorized Signatory

/s/ Jeffrey C. Smith
JEFFREY C. SMITH
Individually and as attorney-in-fact for Peter A. Feld

POWER OF ATTORNEY

The undersigned hereby appoints Jeffrey C. Smith, Peter A. Feld and Kenneth R. Marlin, or any of them, his true and lawful attorney-in fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, any settlement agreement, any amendments to any of the foregoing and any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's beneficial ownership of, or participation in a group with respect to, securities directly or indirectly beneficially owned by Starboard Value and Opportunity Master Fund Ltd, Starboard Value and Opportunity S LLC, Starboard Value and Opportunity C LP, Starboard Value R LP, Starboard Value and Opportunity Master Fund L LP, Starboard Value L LP, Starboard Value R GP LLC, Starboard X Master Fund Ltd, Starboard Value LP, Starboard Value GP LLC, Starboard Principal Co LP and Starboard Principal Co GP LLC or any of their respective affiliates, and granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of Jeffrey C. Smith, Peter A. Feld and Kenneth R. Marlin, or any of them, under this Power of Attorney shall continue with respect to the undersigned until revoked in writing.

Date: August 18, 2023

/s/ Jeffrey C. Smith

Jeffrey C. Smith

/s/ Peter A. Feld

Peter A. Feld