

**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>Catterton Managing Partner VI, L.L.C.</u>  (Last) (First) (Middle) <u>599 WEST PUTNAM AVENUE</u>  (Street) <u>GREENWICH CT 06830</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2014</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	03/10/2014		S		3,246,529 <sup>(1)</sup>	D	\$23.5813	7,596,973	I
									See footnotes <sup>(2)(3)</sup>

**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			

1. Name and Address of Reporting Person* <u>Catterton Managing Partner VI, L.L.C.</u>  (Last) (First) (Middle) <u>599 WEST PUTNAM AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Catterton Partners VI - Kangaroo, L.P.</u>  (Last) (First) (Middle) <u>599 WEST PUTNAM AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Catterton Partners VI - Kangaroo Coinvest, L.P.</a>		
(Last)	(First)	(Middle)
599 WEST PUTNAM AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">CP6 Management, L.L.C.</a>		
(Last)	(First)	(Middle)
599 WEST PUTNAM AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Dahnke Scott Arnold</a>		
(Last)	(First)	(Middle)
599 WEST PUTNAM AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Chu J Michael</a>		
(Last)	(First)	(Middle)
599 WEST PUTNAM AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These shares of Bloomin' Brands, Inc. common stock were sold by the reporting persons pursuant to the secondary offering of Bloomin' Brands, Inc. common stock.
2. Represents shares of the Issuer held by Catterton Partners VI-Kangaroo, L.P. ("Catterton Partners VI") and Catterton Partners VI-Kangaroo Coinvest, L.P. ("Catterton Partners VI-Coinvest"). Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner" and together with Catterton Partners VI, Catterton Partners VI-Coinvest and CP6 Management, L.L.C., the "Catterton Entities") is the general partner of Catterton Partners VI and Catterton Partners VI-Coinvest. CP6 Management, L.L.C. is the managing partner of Catterton Managing Partner and both J. Michael Chu and Scott A. Dahnke are members of the Managing Board of CP6 Management, L.L.C.
3. By virtue of these relationships, Catterton Managing Partner, J. Michael Chu and Scott A. Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by the Catterton Entities. Catterton Managing Partner, J. Michael Chu, Scott A. Dahnke and each of the Catterton Entities expressly disclaim beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

**Remarks:**

[/s/Kelly Lefferts, as Attorney-in-Fact](#) [03/12/2014](#)

\*\* 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.**