

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Shaw Amanda Link</u>			<u>Bloomin' Brands, Inc. [BLMN]</u>		Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP-Tech & Chief Accounting Of</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
			<u>09/03/2013</u>			
<u>2202 NORTH WEST SHORE BOULEVARD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
<u>TAMPA</u>	<u>FL</u>	<u>33607</u>			Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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			
<u>Common Stock</u>								<u>15,615⁽¹⁾</u>	<u>D</u>	

**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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			
<u>Stock Option (right to buy)⁽²⁾</u>	<u>\$6.5</u>					<u>(3)</u>	<u>07/31/2017</u>	<u>Common Stock</u>	<u>23,917</u>	<u>23,917</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>\$10.03</u>					<u>(4)</u>	<u>12/16/2021</u>	<u>Common Stock</u>	<u>20,000</u>	<u>20,000</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>\$17.4</u>					<u>(5)</u>	<u>02/26/2023</u>	<u>Common Stock</u>	<u>9,068</u>	<u>9,068</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>\$22.76</u>	<u>09/03/2013</u>		<u>A</u>	<u>50,000</u>	<u>08/07/2014⁽⁶⁾</u>	<u>08/07/2023</u>	<u>Common Stock</u>	<u>50,000</u>	<u>\$22.76</u>	<u>50,000</u>	<u>D</u>

Explanation of Responses:

- Certain of these shares represent restricted stock issued under a Bloomin' Brands, Inc. stock plan. Of such shares, 7,500 continue to be subject to forfeiture under that plan as of the date of this filing.
- On April 6, 2010, Ms. Shaw was granted a replacement stock option with an exercise price of \$6.50 per share in exchange for an outstanding stock option with an exercise price of \$10.00 per share. The original stock option was cancelled. Under the exchange program, the vested portion of the eligible stock options as of the grant date of the replacement stock options were exchanged for stock options that were fully vested. The unvested portion of the exchanged stock options were exchanged for unvested replacement stock options that vest and become exercisable over a period of time that is equal to the remaining vesting period of the exchanged stock options, plus one year, subject to the participant's continued employment through the new vesting date.
- This stock option is a replacement stock option and the remaining unvested portion vests in four equal annual installments beginning on June 14, 2010.
- This stock option vests in five equal annual installments beginning on December 16, 2012.
- This stock option vests in four equal annual installments beginning on February 26, 2014.
- Twenty-five percent (25%) of these options become exercisable on the first, second, third and fourth anniversaries of the date granted.

Remarks:

Kelly Lefferts, as Attorney-in-
Fact

09/04/2013

** 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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