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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) **August 13, 2012**



**BLOOMIN' BRANDS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-35625**  
(Commission File Number)

**20-8023465**  
(I.R.S. Employer  
Identification No.)

**2202 North West Shore Boulevard, Suite 500, Tampa, Florida 33607**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(813) 282-1225**

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 13, 2012, immediately prior to the closing of the initial public offering by Bloomin' Brands, Inc. (the "Company") of its common stock pursuant to a registration statement on Form S-1 (Registration No. 333-180615) (the "Registration Statement"), the Company's Second Amended and Restated Certificate of Incorporation, in the form previously filed as Exhibit 3.1 to the Registration Statement (the "Second Amended and Restated Certificate of Incorporation") and the Company's Second Amended and Restated Bylaws, in the form previously filed as Exhibit 3.2 to the Registration Statement (the "Bylaws"), became effective. A description of the Second Amended and Restated Certificate of Incorporation and the Bylaws is contained in the Prospectus, dated August 7, 2012, filed pursuant to Rule 424(b) of the Securities Act of 1933 on August 8, 2012 in the section entitled "Description of Capital Stock" and is incorporated by reference herein.

### **ITEM 7.01 Regulation FD Disclosure.**

On August 13, 2012, the Company's subsidiary, OSI Restaurant Partners, LLC ("OSI"), issued a press release announcing that it had received tenders and consents from holders of approximately \$102.2 million, or 41.2%, of the aggregate principal amount of its 10% Senior Notes due 2015 (the "Notes") in connection with its previously announced tender offer and consent solicitation (the "Offer") for the Notes and that such Notes had been accepted for payment. The press release is furnished with this report as Exhibit 99.1.

In addition, on August 13, 2012, OSI issued a notice under the indenture for the Notes calling the remaining Notes for redemption on September 12, 2012 (the "Redemption Date") at a redemption price equal to 102.5% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the Redemption Date, representing an aggregate payment of approximately \$153.0 million.

The information contained in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for any purpose, and shall not be deemed incorporated by reference in any document whether or not filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such document.

### **ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Second Amended and Restated Certificate of Incorporation of Bloomin' Brands, Inc. (included as an exhibit to Registrant's Form S-8 filed on August 13, 2012 and incorporated herein by reference)
3.2	Second Amended and Restated Bylaws of Bloomin' Brands, Inc. (included as an exhibit to Registrant's Form S-8 filed on August 13, 2012 and incorporated herein by reference)
99.1	Press Release of OSI Restaurant Partners, LLC dated August 13, 2012 (furnished herewith)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BLOOMIN' BRANDS, INC.**

(Registrant)

Date: August 13, 2012

By: /s/ David J. Deno

David J. Deno

Executive Vice President and Chief Financial Officer

**OSI Restaurant Partners, LLC Announces Waiver of  
Minimum Consents Condition and IPO Condition and  
Results of Its Previously Announced Tender Offer for Its 10% Senior Notes Due 2015**

TAMPA, Florida - **August 13, 2012** - OSI Restaurant Partners, LLC ("OSI") announced today that as of 5:00 p.m., New York City time, on August 7, 2012 (the "Consent Deadline"), it had received tenders and consents from the holders of approximately \$102,207,000, or 41.2%, of the aggregate principal amount of its 10% Senior Notes due 2015 (CUSIP No. 67105EAB8) (the "Notes"), in connection with its previously announced tender offer and consent solicitation for the Notes (the "Offer"), which commenced on July 25, 2012, and is described in the Offer to Purchase and Consent Solicitation Statement dated July 25, 2012 (the "Offer to Purchase"). OSI also announced today that it has waived the Minimum Consents Condition (as defined in the Offer to Purchase) and the IPO Condition (as defined in the Offer to Purchase) contained in the Offer to Purchase.

As a result of OSI waiving the Minimum Consents Condition and the IPO Condition, and pursuant to the terms of the Offer to Purchase, OSI has accepted for payment all Notes validly tendered (and not validly withdrawn) prior to the Consent Deadline, and holders who tendered such Notes will receive \$1,028.75 per \$1,000 in principal amount of Notes validly tendered, plus accrued and unpaid interest on such Notes up to, but not including, the payment date for such Notes, which is expected to be August 13, 2012. Subject to satisfaction or waiver of certain conditions set forth in the Offer to Purchase (other than the Minimum Consents Condition and the IPO Condition, which have been waived), any holder who tenders Notes after the Consent Deadline but prior to the expiration of the Tender Offer at 12:00 midnight, New York City time, on August 21, 2012, or prior to the time and date specified in any extension of such time and date (the "Expiration Date"), will receive \$1,018.75 per \$1,000 in principal amount of any such Notes validly tendered, plus accrued and unpaid interest up to, but not including, the payment date for any such Notes.

OSI expects to use cash on hand, together with proceeds made available to it from the initial public offering of shares of common stock of its ultimate parent company, Bloomin' Brands, Inc., to fund payments to holders who validly tendered their Notes in the Offer and to fund the redemption or other retirement of the remaining Notes.

Requests for tender offer documents may be directed to Global Bondholder Services Corporation, as information agent for the tender offer, at 65 Broadway - Suite 404, New York, New York 10006. The information agent may be telephoned at 866-873-5600 or facsimile at 212-430-3779. The dealer manager and solicitation agent for the tender offer is BofA Merrill Lynch. Questions regarding the tender offer and consent solicitation may be directed to the dealer manager and solicitation agent, Attention: Debt Advisory Services, at One Bryant Park, New York, NY 10036. The dealer manager and solicitation agent may be telephoned toll-free at 888-292-0070 or collect at 646-855-3401 or facsimile at 646-855-5028.

This press release is not an offer to purchase any Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities, "blue sky" or other laws. No dealer, salesperson or other person has been authorized to give any information or to make any representation not contained or incorporated by reference in the Offer to Purchase. We take no responsibility for, and can provide no assurance as to, the reliability of any other information that other persons may give you. The Offer is made only by, and pursuant to the terms of, the Offer to Purchase, and the information in this press release is qualified by reference to the Offer to Purchase and the related Consent and Letter of Transmittal. Neither OSI nor any of its representatives or agents makes any recommendation in connection with the Offer.

**About OSI Restaurant Partners, LLC:**

OSI Restaurant Partners, LLC's portfolio of brands consists of Outback Steakhouse, Carrabba's Italian Grill, Bonefish Grill, Fleming's Prime Steakhouse & Wine Bar and Roy's. It has operations in 48 states and 20 countries and territories internationally. OSI's website can be found at [www.osirestaurantpartners.com](http://www.osirestaurantpartners.com).

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#### FORWARD-LOOKING STATEMENTS:

Certain statements contained in this release are forward-looking and involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Among these risks and uncertainties are competitive factors, increases in operating costs, the ability to retain key personnel, OSI's substantial leverage, the ability to implement growth and cost-saving strategies, the ability to consummate the IPO, industry trends and general economic conditions, the adequacy of insurance coverage and other factors, all of which are described in OSI's most recent annual report on Form 10-K, quarterly reports on Form 10-Q and other filings made with the Securities and Exchange Commission. OSI does not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Contact:**

OSI Investor Relations  
(813) 282-1225