

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

**Post-Effective Amendment No. 1**  
**To**  
**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER THE SECURITIES ACT OF 1933*

**BLOOMIN' BRANDS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**5812**  
(Primary Standard Industrial Classification Code Number)

**20-8023465**  
(I.R.S. Employer Identification Number)

**2202 North West Shore Boulevard, Suite 500**  
**Tampa, Florida 33607**  
**(813) 282-1225**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Joseph J. Kadow**  
**Executive Vice President and Chief Legal Officer**  
**Bloomin' Brands, Inc.**

**2202 North West Shore Boulevard, Suite 500, Tampa, Florida 33607**  
**(813) 282-1225**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

*Copies to:*

**John M. Gherlein**  
**Janet A. Spreen**  
**Baker & Hostetler LLP**  
**PNC Center**  
**1900 East 9<sup>th</sup> Street**  
**Cleveland, Ohio 44114**  
**Telephone: (216) 621-0200**  
**Facsimile: (216) 696-0740**

**Keith F. Higgins**  
**Marko S. Zatylny**  
**Ropes & Gray LLP**  
**Prudential Tower**  
**800 Boylston Street**  
**Boston, Massachusetts 02199-3600**  
**Telephone: (617) 951-7000**  
**Facsimile: (617) 951-7050**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462 under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-180615

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company



---

This Post-Effective Amendment No. 1 relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-180615), declared effective by the Securities and Exchange Commission on August 7, 2012. The Registrant is filing this Post-Effective Amendment No. 1 pursuant to Rule 462(d) for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below.

**Part II**

**Information Not Required in Prospectus**

**Item 16. Exhibits and Financial Statement Schedules.**

*(a) Exhibits*

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
5.1	Opinion of Baker & Hostetler LLP
23.3	Consent of Baker & Hostetler LLP (included in the opinion filed as Exhibit 5.1 hereto)
24.1*	Power of Attorney

\* Previously filed





---

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
5.1	Opinion of Baker & Hostetler LLP
23.3	Consent of Baker & Hostetler LLP (included in the opinion to be filed as Exhibit 5.1 hereto)
24.1*	Power of Attorney
*	Previously filed

Baker & Hostetler LLP  
PNC Center  
1900 East 9th Street, Suite 3200  
Cleveland, OH 44114-3482  
  
T 216.621.0200  
F 216.696.0740  
www.bakerlaw.com

August 9, 2012

Bloomin' Brands, Inc.  
2202 North West Shore Boulevard, Suite 500  
Tampa, Florida 33607

Ladies and Gentlemen:

We have acted as counsel for Bloomin' Brands, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1, File No. 333-180615 (as amended, the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the offer and sale of up to 18,400,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), which includes up to 14,200,000 shares of Common Stock to be issued and sold by the Company (including 1,200,000 shares subject to the underwriters' over-allotment option described in the Registration Statement) (the "Primary Shares") and up to 4,200,000 shares to be offered and sold by certain selling stockholders named in the Registration Statement (the "Selling Stockholders") (including 1,200,000 shares subject to the underwriters' over-allotment option described in the Registration Statement) (the "Secondary Shares" and together with the Primary Shares, the "Shares"). The Shares are proposed to be sold pursuant to an underwriting agreement (the "Underwriting Agreement") entered into among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the underwriters named therein.

We have examined such documents and such matters of fact and law as we deem necessary to render the opinions contained herein. In our examination, we have assumed, but have not independently verified, the genuineness of all signatures, the conformity to original documents of all documents submitted to us as certified, facsimile or other copies, and the

Chicago Cincinnati Cleveland Columbus Costa Mesa  
Denver Houston Los Angeles New York Orlando Washington, DC

---

authenticity of all such documents. As to questions of fact material to this opinion, we have relied on certificates or comparable documents of public officials and of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that:

(i) when the Company files its Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, a form of which has been filed as an exhibit to the Registration Statement, and when the Primary Shares have been issued and sold as contemplated in the Registration Statement, and upon payment and delivery in accordance with the Underwriting Agreement, the Primary Shares will be validly issued, fully paid and non-assessable; and

(ii) the Secondary Shares are validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the General Corporation Law of the State of Delaware and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as Exhibit 5.1 to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus included therein. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Baker & Hostetler LLP