

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>BAIN CAPITAL INVESTORS LLC</u> <hr/> (Last) (First) (Middle) JOHN HANCOCK TOWER 200 CLARENDON ST. <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/07/2012	3. Issuer Name and Ticker or Trading Symbol <u>Bloomin' Brands, Inc. [BLMN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	70,075,000	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u> <hr/> (Last) (First) (Middle) JOHN HANCOCK TOWER 200 CLARENDON ST. <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Bain Capital (OSI) IX, L.P.</u> <hr/> (Last) (First) (Middle) JOHN HANCOCK TOWER 200 CLARENDON ST. <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bain Capital Partners IX, L.P.](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER
200 CLARENDON ST

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bain Capital \(OSI\) IX Coinvestment, L.P.](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER
200 CLARENDON ST.

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bain Capital Integral Investors 2006, LLC](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP TCV, LLC](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP Associates-G](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners IX, L.P. ("BCP IX"), which is the sole general partner of Bain Capital (OSI) IX, L.P. ("BC OSI IX"). As a result, each of BCI and BCP IX may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC OSI IX. Each of BCI and BCP IX disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
2. BCP IX is also the sole general partner of Bain Capital (OSI) IX Coinvestment, L.P. ("BC OSI IX-CO"). As a result, each of BCI and BCP IX may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC OSI IX-CO. Each of BCI and BCP IX disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
3. BCI is also the managing partner of BCIP Associates-G ("BCIP G"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
4. BCI is also the administrative member of Bain Capital Integral Investors 2006, LLC ("BCI 2006"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCI 2006. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
5. BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

/s/ Andrew Balson, Managing Director 08/07/2012

** 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 5 (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.