

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Schmidt David Peter</u>  (Last) (First) (Middle) <u>2202 NORTH WEST SHORE BLVD., STE. 500</u>  (Street) <u>TAMPA FL 33607</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bloomin' Brands, Inc. [ BLMN ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2017</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Pres. Bonefish Grill</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	08/01/2017		M		6,250	A	\$0	13,856	D	
Common Stock	08/01/2017		F		1,710	D	\$0	12,146	D	

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				
Restricted Stock Units	\$0.0	08/01/2017		M			6,250	(1)	(2)	Common Stock	6,250	\$0	18,750	D	
Restricted Stock Units	\$0.0							(3)	(2)	Common Stock	9,976		9,976	D	
Restricted Stock Units	\$0.0							(4)	(2)	Common Stock	2,043		2,043	D	
Restricted Stock Units	\$0.0							(5)	(2)	Common Stock	1,875		1,875	D	
Restricted Stock Units	\$0.0							(6)	(2)	Common Stock	1,656		1,656	D	
Restricted Stock Units	\$0.0							(7)	(2)	Common Stock	5,000		5,000	D	
Restricted Stock Units	\$0.0							(8)	(2)	Common Stock	297		297	D	
Stock Option (right to buy)	\$17.27							(9)	02/24/2027	Common Stock	23,763		23,763	D	
Stock Option (right to buy)	\$17.96							(10)	08/01/2026	Common Stock	100,000		100,000	D	
Stock Option (right to buy)	\$17.8							(11)	03/01/2026	Common Stock	23,900		23,900	D	
Stock Option (right to buy)	\$17.15							(12)	02/25/2026	Common Stock	8,463		8,463	D	

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				
Stock Option (right to buy)	\$25.36							(13)	02/26/2025	Common Stock	4,000		4,000	D	
Stock Option (right to buy)	\$25.32							(14)	02/27/2024	Common Stock	2,434		2,434	D	
Stock Option (right to buy)	\$17.4							(15)	02/26/2023	Common Stock	4,232		4,232	D	
Stock Option (right to buy)	\$6.5							(16)	04/06/2020	Common Stock	3,500		3,500	D	

Explanation of Responses:

- 1. These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on August 1, 2017.
- 2. This field is not applicable.
- 3. These restricted stock units, in the original grant amount of 9,976, will begin vesting in four equal annual installments on February 24, 2018.
- 4. These restricted stock units, in the original grant amount of 2,723, began vesting in four equal annual installments on February 25, 2017.
- 5. These restricted stock units, in the original grant amount of 2,500, began vesting in four equal annual installments on September 1, 2016.
- 6. These restricted stock units, in the original grant amount of 3,310, began vesting in four equal annual installments on February 26, 2016.
- 7. These restricted stock units, in the original grant amount of 10,000, began vesting in four equal annual installments on October 1, 2015.
- 8. These restricted stock units, in the original grant amount of 1,185, began vesting in four equal annual installments on February 27, 2015.
- 9. These stock options, in the original grant amount of 23,763, will begin vesting in four equal annual installments on February 24, 2018.
- 10. These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on August 1, 2017.
- 11. These stock options, in the original grant amount of 23,900, began vesting in two equal annual installments on March 1, 2017.
- 12. These stock options, in the original grant amount of 8,463, began vesting in four equal annual installments on February 25, 2017.
- 13. These stock options, in the original grant amount of 4,000, began vesting in four equal annual installments on February 26, 2016.
- 14. These stock options, in the original grant amount of 2,434, began vesting in four equal annual installments on February 27, 2015.
- 15. These stock options are fully vested.
- 16. This stock option is a replacement stock option and is fully vested.

Remarks:

Kelly Lefferts, as Attorney-in-Fact08/03/2017

\*\* Signature of Reporting PersonDate

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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