

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**ANNUAL 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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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>KADOW JOSEPH JOHN</u>  (Last) (First) (Middle) <u>2202 NORTH WEST SHORE BLVD</u> <u>SUITE 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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  <u>EVP, Chief Legal Officer</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/28/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/17/2014		G	2,200	D	\$0	306,522	D	
Common Stock	12/18/2014		G	225	D	\$0	306,297	D	
Common Stock	12/18/2014		G	225	D	\$0	306,072	D	
Common Stock	12/18/2014		G	450	D	\$0	305,622	D	
Common Stock	12/29/2014		G	400	D	\$0	305,222	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)
						Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$6.5					(1)	04/06/2020	Common Stock	19,810	19,810	D	
Stock Option (right to buy)	\$10.03					(2)	12/09/2021	Common Stock	134,250	134,250	D	
Stock Option (right to buy)	\$17.4					(3)	02/26/2023	Common Stock	30,229	30,229	D	
Stock Option (right to buy)	\$25.32					(4)	02/27/2024	Common Stock	24,331	24,331	D	

**Explanation of Responses:**

- This stock option is a replacement stock option and is fully vested.
- This stock option vests in five equal installments beginning on December 9, 2012.

3. This stock option vests in four equal annual installments beginning on February 26, 2014.

4. This stock option vests in four equal annual installments beginning on February 27, 2015.

**Remarks:**

/s/ Kelly Lefferts, as Attorney-  
in-Fact

01/26/2015

\*\* 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.

**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.**