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

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**SCHEDULE 13G/A**  
(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

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**Bloomin' Brands, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**094235108**  
(CUSIP Number)

**December 31, 2014**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)  
☐ Rule 13d-1(c)  
☒ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	Name of reporting person S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  BCIP Associates - G EIN No.: 20-2194543	
2.	Check the appropriate box if a member of a group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC use only	
4.	Citizenship or place of organization  Delaware	
Number of shares beneficially owned by each reporting person with	5.	Sole voting power  2,299 Shares
	6.	Shared voting power  0
	7.	Sole dispositive power  2,299 Shares
	8.	Shared dispositive power  0
9.	Aggregate amount beneficially owned by each reporting person  2,299 Shares	
10.	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11.	Percent of class represented by amount in Row (9)  Less than 0.01%	
12.	Type of reporting person  PN	

1.	Name of reporting person S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  BCIP TCV, LLC EIN No.: 06-1665410	
2.	Check the appropriate box if a member of a group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC use only	
4.	Citizenship or place of organization  Delaware	
Number of shares beneficially owned by each reporting person with	5.	Sole voting power  33,170 Shares
	6.	Shared voting power  0
	7.	Sole dispositive power  33,170 Shares
	8.	Shared dispositive power  0
9.	Aggregate amount beneficially owned by each reporting person  33,170 Shares	
10.	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11.	Percent of class represented by amount in Row (9)  0.03 %	
12.	Type of reporting person  PN	

1.	Name of reporting person S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Bain Capital Integral Investors 2006, LLC EIN No.: 20-4345223	
2.	Check the appropriate box if a member of a group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC use only	
4.	Citizenship or place of organization  Delaware	
Number of shares beneficially owned by each reporting person with	5.	Sole voting power  166,541 Shares
	6.	Shared voting power  0
	7.	Sole dispositive power  166,541 Shares
	8.	Shared dispositive power  0
9.	Aggregate amount beneficially owned by each reporting person  166,541 Shares	
10.	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11.	Percent of class represented by amount in Row (9)  0.13 %	
12.	Type of reporting person  PN	

13.	Name of reporting person S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Bain Capital (OSI) IX, L.P. EIN No.: 20-8023507	
14.	Check the appropriate box if a member of a group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
15.	SEC use only	
16.	Citizenship or place of organization  Delaware	
Number of shares beneficially owned by each reporting person with	17.	Sole voting power  14,109,750 Shares
	18.	Shared voting power  0
	19.	Sole dispositive power  14,109,750 Shares
	20.	Shared dispositive power  0
21.	Aggregate amount beneficially owned by each reporting person  14,109,750 Shares	
22.	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
23.	Percent of class represented by amount in Row (9)  11.23%	
24.	Type of reporting person  PN	

25.	Name of reporting person S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Bain Capital (OSI) IX Coinvestment, L.P. EIN No.: 20-8023540	
26.	Check the appropriate box if a member of a group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
27.	SEC use only	
28.	Citizenship or place of organization  Delaware	
Number of shares beneficially owned by each reporting person with	29.	Sole voting power  3,996,022 Shares
	30.	Shared voting power  0
	31.	Sole dispositive power  3,996,022 Shares
	32.	Shared dispositive power  0
33.	Aggregate amount beneficially owned by each reporting person  3,996,022 Shares	
34.	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
35.	Percent of class represented by amount in Row (9)  3.18%	
36.	Type of reporting person  PN	

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Item 1(a).      **Name of Issuer**

The name of the issuer to which this filing on Schedule 13G relates is Bloomin' Brands, Inc. (the "Company").

Item 1(b).      **Address of Issuer's Principal Executive Offices**

The principal executive offices of the Company are located at 2202 North West Shore Boulevard, Suite 500, Tampa, Florida 33607.

Item 2(a).      **Name of Person Filing**

This statement is being filed on behalf of the following (collectively, the "Reporting Persons"): (1) BCIP Associates – G, a Delaware general partnership ("BCIP-G"), (2) BCIP TCV, LLC, a Delaware limited liability company ("BCIP TCV"), (3) Bain Capital Integral Investors 2006, LLC, a Delaware limited liability company ("Integral Investors"), (4) Bain Capital (OSI) IX, L.P., a Delaware limited partnership, ("OSI IX"), (5) Bain Capital (OSI) IX Coinvestment, L.P., a Delaware limited partnership ("OSI IX Coinvest").

Bain Capital Investors, LLC, a Delaware limited liability company ("BCI") is the managing partner of BCIP-G. BCI is the administrative member of BCIP TCV and Integral Investors. BCI is the general partner of Bain Capital Partners IX. Bain Capital Partners IX, L.P., a Delaware limited partnership ("Bain Capital Partners IX"), is the general partner of OSI IX and OSI IX Coinvest.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 17, 2015, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

Item 2(b).      **Address of Principal Business Office or, if none, Residence**

The principal business address of each of the Reporting Persons, BCIP-G, BCIP TCV, Integral Investors, OSI IX, and OSI IX Coinvest is John Hancock Tower, 200 Clarendon Street, Boston MA 02116.

Item 2(c).      **Citizenship**

Each of BCIP-G, BCIP TCV, Integral Investors, OSI IX, OSI IX Coinvest, and BCI is organized under the laws of the State of Delaware.

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Item 2(d). **Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G/A relates is Common Stock, par value \$0.01 per share ("Common Stock").

Item 2(e). **CUSIP Number**

The CUSIP number of the Company's Common Stock is 094235108.

Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:** Not applicable.

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- ☐ **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. **Ownership**

Item 4(a). **Amount beneficially owned**

This Schedule 13G is being filed on behalf of the Reporting Persons. As of the close of business on December 31, 2014, the following shares were held by the Reporting Persons:

BCIP-G owned 2,299 shares of Common Stock of the Company, representing less than 0.01% of the Company's outstanding shares of Common Stock.

BCIP TCV owned 33,170 shares of Common Stock of the Company, representing approximately 0.03% of the Company's Outstanding Shares.

Integral Investors owned 166,541 shares of Common Stock of the Company, representing approximately 0.13% of the Company's outstanding shares of Common Stock.

OSI IX owned 14,109,750 shares of Common Stock of the Company, representing approximately 11.23% of the Company's outstanding shares of Common Stock.



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OSI IX Coinvest owned 3,996,022 shares of Common Stock of the Company, representing approximately 3.18% of the Company's outstanding shares of Common Stock

As a result of the foregoing and the relationships described in Item 2(a) above, the Reporting Persons may be deemed to beneficially own in the aggregate 18,307,782 shares of Common Stock of the Company, representing, in the aggregate, 14.57% of the Company's outstanding shares of Common Stock. The percentage of the Company's outstanding shares of Common Stock held by the Reporting Persons is based on 125,660,522 shares of Common Stock outstanding as of November 6, 2014, as reported in the Company's Prospectus Supplement filed with the Securities and Exchange Commission on November 10, 2014.

**Item 4(b). Percent of Class**

See Item 4(a) hereof.

**Item 4(c). Number of shares as to which such person has:**

- (i) sole power to vote or to direct the vote:

BCIP-G	2,299
BCIP TCV	33,170
Integral Investors	166,541
OSI IX	14,109,750
OSI IX Coinvest	3,996,022

- (ii) shared power to vote or to direct the vote: 0

- (iii) sole power to dispose or to direct the disposition of:

BCIP-G	2,299
BCIP TCV	33,170
Integral Investors	166,541
OSI IX	14,109,750
OSI IX Coinvest	3,996,022

- (iv) shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:**

Not Applicable.

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Item 8.           **Identification and Classification of Members of the Group**

Not Applicable.

Item 9.           **Notice of Dissolution of Group**

The Reporting Persons are no longer parties to certain arrangements relating to the disposition of shares of Common Stock with (i) CTS Equities Limited Partnership, Chris T. Sullivan and Chris T. Sullivan Foundation (collectively, the “CTS Parties”) and (ii) Catterton Partners VI – Kangaroo, L.P. and Catterton Partners VI – Kangaroo Coinvest, L.P. (collectively, the “Catterton Parties”), and as a result, the Reporting Persons, the CTS Parties and the Catterton Parties may no longer be deemed to be a group for purposes of Section 13(d) under the Securities Exchange Act of 1934.

Item 10.          **Certification**

Not Applicable.

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## SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: February 17, 2015

BCIP ASSOCIATES-G

By Bain Capital Investors, LLC,  
its managing partner

BCIP TCV, LLC

By: Bain Capital Investors, LLC,  
its administrative member,

BAIN CAPITAL INTEGRAL INVESTORS 2006, LLC

By: Bain Capital Investors, LLC,  
its administrative member,

BAIN CAPITAL (OSI) IX, L.P.

By: Bain Capital Partners IX, L.P.,  
its general partner

By: Bain Capital Investors, LLC,  
its general partner

BAIN CAPITAL (OSI) IX COINVESTMENT, L.P.

By: Bain Capital Partners IX, L.P.,  
its general partner

By: Bain Capital Investors, LLC,  
its general partner

By: /s/ Michael D. Ward

Michael D. Ward  
Managing Director

Agreement Regarding the Joint Filing of Schedule 13G/A

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G/A to which this Exhibit is attached, and such Schedule 13G/A is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G/A and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 17, 2015

BCIP ASSOCIATES-G

By Bain Capital Investors, LLC,  
its managing partner

BCIP TCV, LLC

By: Bain Capital Investors, LLC,  
its administrative member,

BAIN CAPITAL INTEGRAL INVESTORS 2006, LLC

By: Bain Capital Investors, LLC,  
its administrative member,

BAIN CAPITAL (OSI) IX, L.P.

By: Bain Capital Partners IX, L.P.,  
its general partner

By: Bain Capital Investors, LLC,  
its general partner

BAIN CAPITAL (OSI) IX COINVESTMENT, L.P.

By: Bain Capital Partners IX, L.P.,  
its general partner

By: Bain Capital Investors, LLC,  
its general partner

By: /s/ Michael D. Ward

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Michael D. Ward  
Managing Director