

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Fitzjohn David Roy</u>  (Last) (First) (Middle) <u>2202 NORTH WEST SHORE BLVD.</u> <u>STE. 500</u>  (Street) <u>TAMPA FL 33607</u>  (City) (State) (Zip)			<u>Bloomin' Brands, Inc. [ BLMN ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2014</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)  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	

**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	04/29/2014		M		362 <sup>(1)</sup>	A	\$0	362	D	
Common Stock	04/29/2014		F		109 <sup>(2)</sup>	D	\$21.07	253	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 <sup>(3)</sup>	\$0.0 <sup>(4)</sup>	04/29/2014		M			362 <sup>(5)</sup>	(6)	(6)	Common Stock	362	\$0	723	D	
Restricted Stock Units	\$0.0 <sup>(4)</sup>	04/29/2014		A		4,760 <sup>(7)</sup>		(6)	(6)	Common Stock	4,760	\$0	4,760	D	

**Explanation of Responses:**

- These shares of common stock were acquired upon the vesting and settlement of certain restricted stock units.
- These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
- These restricted stock units vest as to one-third of the number of shares immediately prior to the issuer's annual meeting of stockholders each year following the date of grant (February 10, 2014).
- Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- These restricted stock units were surrendered in exchange for shares of common stock of the issuer.
- This field is not applicable.
- These restricted stock units vest as to one-third of the number of shares immediately prior to the issuer's annual meeting of stockholders each year following the date of grant (April 29, 2014).

**Remarks:**

/s/ Kelly Lefferts, as Attorney in Fact 05/01/2014

\*\* 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.

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