

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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>Shaw Amanda Link</u> (Last) (First) (Middle) <u>2202 NORTH WEST SHORE BOULEVARD</u> <u>SUITE 500</u> (Street) <u>TAMPA</u> <u>FL</u> <u>33607</u> (City) (State) (Zip)			<u>Bloomin' Brands, Inc. [BLMN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP-Technology & CAO</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	

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	02/10/2014		A		1,228 ⁽¹⁾	A	\$0	16,843 ⁽²⁾	D	
Common Stock	02/10/2014		F		401 ⁽³⁾	D	\$22.77	16,442	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					
Stock Option (right to buy) ⁽⁴⁾	\$6.5								(5)	07/31/2017	Common Stock	23,917	23,917	D	
Stock Option (right to buy)	\$10.03								(6)	12/16/2021	Common Stock	20,000	20,000	D	
Stock Option (right to buy)	\$17.4								(7)	02/26/2023	Common Stock	9,068	9,068	D	
Stock Option (right to buy)	\$22.76								(8)	09/03/2023	Common Stock	50,000	50,000	D	

Explanation of Responses:

- Represents shares of common stock acquired upon vesting of certain performance-based share units as a result of achievement of performance goals.
- Certain of these shares represent restricted stock issued under a Bloomin' Brands, Inc. stock plan and are subject to a risk of forfeiture. Of such shares, 7,500 continue to be subject to forfeiture under that plan as of the date of this filing.
- These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting.
- On April 6, 2010, Ms. Shaw was granted a replacement stock option with an exercise price of \$6.50 per share in exchange for an outstanding stock option with an exercise price of \$10.00 per share. The original stock option was cancelled. Under the exchange program, the vested portion of the eligible stock options as of the grant date of the replacement stock options were exchanged for stock options that were fully vested. The unvested portion of the exchanged stock options were exchanged for unvested replacement stock options that vest and become exercisable over a period of time that is equal to the remaining vesting period of the exchanged stock options, plus one year, subject to the participant's continued employment through the new vesting date.

5. This stock option is a replacement stock option and the remaining unvested portion vests in four equal annual installments beginning on June 14, 2010.

6. This option vests in five equal annual installments beginning on December 16, 2012.

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

8. This option vests in four equal annual installments beginning on September 3, 2014.

Remarks:

Kelly Lefferts, as Attorney-in-
Fact 02/12/2014

** 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.

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.