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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) **March 4, 2014**



**BLOOMIN' BRANDS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-35625**  
(Commission File Number)

**20-8023465**  
(I.R.S. Employer  
Identification No.)

**2202 North West Shore Boulevard, Suite 500, Tampa, Florida 33607**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(813) 282-1225**

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

Bloomin' Brands, Inc. (the "Company") is providing the following information for purposes of satisfying its obligations under Regulation FD.

The Company has identified the following items that are expected to impact first quarter 2014 financial results. The Company's previously announced fiscal 2014 full-year guidance takes these items into account.

- Comparable sales for Company-owned core domestic concepts are expected to be in the range of -1.0% to 1.0% in the first quarter, driven primarily by unfavorable weather.
- The annual managing partner's conference, the cost of which is approximately \$3.0 million, will be held in the second quarter of 2014. In 2013, the conference was held in the first quarter.
- Other restaurant operating expenses, including marketing expenditures and the timing of printing and production of gift cards, as well as menu and uniform costs associated with initiatives such as the Carrabba's Italian Grill menu rollout in early March, are expected to be higher in the first quarter of 2014 as compared to 2013.
- The first quarter 2014 effective income tax rate is expected to be in the range of 27.0% to 29.0%. The effective income tax rate in the first quarter of 2013 was 14.1%.

The information contained in this Item is being furnished and shall not be deemed "filed" for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by the Company on March 4, 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BLOOMIN' BRANDS, INC.**  
(Registrant)

Date: March 4, 2014

By: /s/ David J. Deno  
David J. Deno  
Executive Vice President and Chief Financial  
and Administrative Officer



Chris Meyer  
Vice President, Investor Relations & Treasurer  
(813) 830-5311

### **Bloomin' Brands Announces Secondary Public Offering of Common Stock**

TAMPA, Fla., March 4, 2014 -- Bloomin' Brands, Inc. (the "Company") (Nasdaq:BLMN) today announced that certain of its stockholders (the "Selling Stockholders") intend to offer for sale in an underwritten secondary offering approximately 18 million shares of its common stock pursuant to the Company's shelf registration statement filed with the Securities and Exchange Commission. Certain Selling Stockholders also intend to grant the underwriters an option to purchase up to an additional 2.7 million shares of common stock. The Selling Stockholders will receive all of the proceeds from this offering. No shares are being sold by the Company.

The offering will be made through an underwriting group led by BofA Merrill Lynch, Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., and Goldman, Sachs & Co., who will act as joint book-running managers.

The offering of these shares will be made only by means of a prospectus. Copies of the prospectus supplement and accompanying prospectus related to the offering, when available, may be obtained by contacting one of the following: BofA Merrill Lynch, 222 Broadway, New York, New York 10038, Attn: Prospectus Department or by emailing [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, New York 10014; or J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department or by calling 866-803-9204.

A registration statement relating to these shares was filed with the Securities and Exchange Commission on March 4, 2014 and has become effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these shares in any state in which such offer, solicitation or sale would be unlawful, prior to registration or qualification under the securities laws of any state.

#### **About Bloomin' Brands, Inc.**

The Company is one of the largest casual dining restaurant companies in the world with a portfolio of leading, differentiated restaurant concepts. The Company has five founder-inspired brands: Outback Steakhouse, Carrabba's Italian Grill, Bonefish Grill, Fleming's Prime Steakhouse and Wine Bar and Roy's, with all except Roy's considered core concepts. The Company owns and operates more than 1,500 restaurants in 48 states, Puerto Rico, Guam and 21 countries, some of which operate under a franchise agreement.

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### **Forward-Looking Statements**

Certain information contained in this press release, particularly information regarding completion of the offering, constitutes forward-looking statements. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and generally contain words such as “believes”, “expects”, “may”, “will”, “intends” or similar expressions. The Company’s forward-looking statements are subject to risks and uncertainties, which may cause actual results to differ materially from those projected or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to market conditions; local, regional, national and international economic conditions; and other factors disclosed from time to time in the prospectus, the Company’s Annual Report on Form 10-K and other filings with the Securities and Exchange Commission. Forward-looking statements are based on current expectations and assumptions and currently available data and are neither predictions nor guarantees of future events or performance. You should not place undue reliance on forward-looking statements which speak only as of the date hereof. We do not undertake to update or revise any forward-looking statements after they are made, whether as a result of new information, future events, or otherwise, except as required by applicable law.

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Source: Bloomin’ Brands, Inc.