SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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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*

 SMITH ELIZABETH A

 (Last)   (First)   (Middle)

 2202 NORTH WEST SHORE BLVD
 SUITE 500

 (Street)
 TAMPA   FL   33607

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Bloomin' Brands, Inc. [BLMN]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2014

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director   10% Owner
 X Officer (give title below)   Other (specify below)
 Chairman and CEO

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X 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	03/10/2014		M[1]		500,000	A	$6.5	500,000	D	
Common Stock	03/10/2014		S[1]		500,000	D	$23.5813	0	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				
Stock Option (right to buy)	$25.32							[2]	02/27/2024	Common Stock	177,940		177,940	D	
Stock Option (right to buy)	$10.03							[3]	07/01/2021	Common Stock	550,000		550,000	D	
Stock Option (right to buy)	$6.5	03/10/2014		M		500,000		[4]	11/16/2019	Common Stock	500,000	$0	3,600,000	D	

Explanation of Responses:

1. Exercise and immediate sale of 500,000 stock options pursuant to the secondary offering of Bloomin' Brands, Inc. common stock.

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

3. This Stock option vests in five equal annual installments beginning on July 1, 2012.

4. This stock option vests in five equal annual installments beginning on November 16, 2010.

Remarks:

/s/Kelly Lefferts, as Attorney-in-Fact   03/12/2014

** Signature of Reporting Person   Date