

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HERLIHY DONAGH</u>  (Last) (First) (Middle) 2202 NORTH WEST SHORE BLVD. STE. 500  (Street) TAMPA FL 33607  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bloomin' Brands, Inc. [ BLMN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP &amp; CIO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
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	02/22/2019		M		3,367 <sup>(1)</sup>	A	\$0	3,367	D	
Common Stock	02/22/2019		F		846 <sup>(2)</sup>	D	\$21.97	2,521	D	
Common Stock	02/22/2019		M		2,379 <sup>(1)</sup>	A	\$0	4,900	D	
Common Stock	02/22/2019		F		706 <sup>(2)</sup>	D	\$21.97	4,194	D	
Common Stock	02/25/2019		M		5,408 <sup>(3)</sup>	A	\$0	9,602	D	
Common Stock	02/25/2019		F		1,415 <sup>(4)</sup>	D	\$21.94	8,187	D	
Common Stock	02/25/2019		M		3,360 <sup>(1)</sup>	A	\$0	11,547	D	
Common Stock	02/25/2019		F		819 <sup>(2)</sup>	D	\$21.94	10,728	D	
Common Stock	02/26/2019		M		4,850 <sup>(3)</sup>	A	\$0	15,578	D	
Common Stock	02/26/2019		F		1,181 <sup>(4)</sup>	D	\$21.61	14,397	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	\$0.0 <sup>(5)</sup>	02/22/2019		M		3,367 <sup>(6)</sup>		(7)	(8)	Common Stock	3,367	\$0	6,734	D	
Restricted Stock Units	\$0.0 <sup>(5)</sup>	02/22/2019		M		2,379 <sup>(6)</sup>		(9)	(8)	Common Stock	2,379	\$0	7,137	D	
Restricted Stock Units	\$0.0 <sup>(5)</sup>	02/25/2019		M		3,360 <sup>(6)</sup>		(10)	(8)	Common Stock	3,360	\$0	3,361	D	
Restricted Stock Units	\$0.0 <sup>(5)</sup>							(11)	(8)	Common Stock	10,731		10,731	D	
Stock Option (right to buy)	\$21.29							(12)	02/19/2029	Common Stock	27,883		27,883	D	
Stock Option (right to buy)	\$24.1							(13)	02/23/2028	Common Stock	22,284		22,284	D	
Stock Option (right to buy)	\$17.27							(14)	02/24/2027	Common Stock	24,060		24,060	D	

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(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)	\$17.15							(15)	02/25/2026	Common Stock	15,668		15,668	D	
Stock Option (right to buy)	\$25.36							(16)	02/26/2025	Common Stock	26,471		26,471	D	
Stock Option (right to buy)	\$18.12							(17)	10/01/2024	Common Stock	62,500		62,500	D	

**Explanation of Responses:**

1. These shares of common stock were acquired upon the vesting and settlement of certain restricted stock units.
2. These common shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
3. Represents shares of common stock acquired upon vesting of certain performance-based share units as a result of achievement of performance goals.
4. These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain performance-based share units.
5. Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
6. These restricted stock units were surrendered in exchange for shares of common stock of the issuer.
7. These restricted stock units, in the original grant amount of 13,467, began vesting in four equal annual installments on February 24, 2018.
8. This field is not applicable.
9. These restricted stock units, in the original grant amount of 9,516, began vesting in four equal annual installments on February 23, 2019.
10. These restricted stock units, in the original grant amount of 13,442, began vesting in four equal annual installments on February 25, 2017.
11. These restricted stock units, in the original amount of 10,731, will begin vesting in three equal annual installments on February 19, 2020.
12. These stock options, in the original grant amount of 27,883, will begin vesting in three equal annual installments on February 19, 2020.
13. These stock options, in the original grant amount of 22,284 began vesting in four equal annual installments on February 23, 2019.
14. These stock options, in the original grant amount of 32,080, began vesting in four equal annual installments on February 24, 2018.
15. These stock options, in the original grant amount of 31,335, began vesting in four equal annual installments on February 25, 2017.
16. These stock options, in the original grant amount of 26,471, began vesting in four equal annual installments on February 26, 2016.
17. These stock options, in the original grant amount of 250,000, began vesting in four equal annual installments on October 1, 2015.

**Remarks:**

/s/ Kelly Lefferts, Attorney in Fact      02/26/2019

\*\* 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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