

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* <b>BAIN CAPITAL INVESTORS LLC</b>  (Last) (First) (Middle) <b>JOHN HANCOCK TOWER</b> <b>200 CLARENDON ST.</b>  (Street) <b>BOSTON MA 02116</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Bloomin' Brands, Inc. [ BLMN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/10/2014</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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		S		14,803,610	D	\$23.5813	36,615,564	I	See Footnotes <sup>(1)(2)(3)(4)(5)</sup>

**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					

1. Name and Address of Reporting Person* <b>BAIN CAPITAL INVESTORS LLC</b>  (Last) (First) (Middle) <b>JOHN HANCOCK TOWER</b> <b>200 CLARENDON ST.</b>  (Street) <b>BOSTON MA 02116</b>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Bain Capital (OSI) IX, L.P.</a>		
(Last)	(First)	(Middle)
JOHN HANCOCK TOWER 200 CLARENDON ST.		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Bain Capital (OSI) IX Coinvestment, L.P.</a>		
(Last)	(First)	(Middle)
JOHN HANCOCK TOWER 200 CLARENDON ST.		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Bain Capital Integral Investors 2006, LLC</a>		
(Last)	(First)	(Middle)
JOHN HANCOCK TOWER 200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BCIP TCV, LLC</a>		
(Last)	(First)	(Middle)
JOHN HANCOCK TOWER, 200 CLARENDON ST.		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BCIP Associates-G</a>		
(Last)	(First)	(Middle)
JOHN HANCOCK TOWER, 200 CLARENDON ST.		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners IX, L.P. ("BCP IX"), which is the sole general partner of Bain Capital (OSI) IX, L.P. ("BC OSI IX"). As a result, each of BCI and BCP IX may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC OSI IX. Each of BCI and BCP IX disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 10, 2014, BC OSI IX sold 11,240,216 shares of Common Stock. Following such sale, BCI OSI IX held 28,219,499 shares of Common Stock.

2. BCP IX is also the sole general partner of Bain Capital (OSI) IX Coinvestment, L.P. ("BC OSI IX-CO"). As a result, each of BCI and BCP IX may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC OSI IX-CO. Each of BCI and BCP IX disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 10, 2014, BC OSI IX-CO sold 3,415,361 shares of Common Stock. Following such sale, BC OSI IX-CO held 7,992,044 shares of Common Stock

3. BCI is also the managing partner of BCIP Associates-G ("BCIP G"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 10, 2014, BCIP G sold 1,965 shares of Common Stock. Following such sale, BCIP G held 4,598 shares of Common Stock.

4. BCI is also the administrative member of Bain Capital Integral Investors 2006, LLC ("BCI 2006"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCI 2006. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 10, 2014, BCI 2006 sold 117,719 shares of Common Stock. Following such sale, BCI 2006 held 333,083 shares of Common Stock.

5. BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV" and together BC OSI IX, BC OSI IX-CO, BCIP G and BCI 2006, the "Bain Entities"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 10, 2014, BCIP TCV sold 28,349 shares of Common Stock. Following such sale, BCIP TCV held 66,340 shares of Common Stock.

David Humphrey

03/12/2014

\*\* 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.**