

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* <u>Kappitt Michael</u>  (Last) (First) (Middle) 2202 NORTH WEST SHORE BOULEVARD SUITE 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) <u>EVP &amp; President of Carrabba's</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2017</u>	
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	02/10/2017		M		6,250	A	\$0	25,035	D	
Common Stock	02/10/2017		F		1,716	D	\$0	23,319 <sup>(1)</sup>	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
Restricted Stock Units	\$0.0	02/10/2017		M			6,250	(2)	(3)	Common Stock	6,250	\$0	18,750	D	
Restricted Stock Units	\$0.0							(4)	(3)	Common Stock	6,250		6,250	D	
Restricted Stock Units	\$0.0							(5)	(3)	Common Stock	11,201		11,201	D	
Stock Option (right to buy)	\$17.8							(6)	03/01/2026	Common Stock	50,000		50,000	D	
Stock Option (right to buy)	\$17.15							(7)	02/25/2026	Common Stock	26,113		26,113	D	
Stock Option (right to buy)	\$25.36							(8)	02/26/2025	Common Stock	15,074		15,074	D	
Stock Option (right to buy)	\$25.32							(9)	02/27/2024	Common Stock	12,490		12,490	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)	\$23.87							(10)	01/02/2024	Common Stock	100,000		100,000	D	
Stock Option (right to buy)	\$17.4							(11)	02/26/2023	Common Stock	10,021		10,021	D	
Stock Option (right to buy)	\$10.03							(12)	07/05/2021	Common Stock	49,227		49,227	D	

**Explanation of Responses:**

- Certain of these shares represent restricted stock issued under a Bloomin' Brands, Inc. stock plan and are subject to risk of forfeiture. Of such shares, 6,250 continue to be subject to forfeiture under the plan.
- These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on February 12, 2017.
- This field is not applicable.
- These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on January 2, 2015.
- These restricted stock units, in the original grant amount of 11,201, will begin vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 50,000, will begin vesting in four equal annual installments on February 12, 2017.
- These stock options, in the original grant amount of 26,113, will begin vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 15,074, began vesting in four equal annual installments on February 26, 2016.
- These stock options, in the original grant amount of 12,490, began vesting in four equal annual installments on February 27, 2015.
- These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on January 2, 2015.
- These stock options, in the original grant amount of 10,021, began vesting in four equal annual installments on February 26, 2014.
- These stock options are fully vested.

**Remarks:**

/s/ Kelly Lefferts, as Attorney-in-Fact    02/13/2017

\*\* 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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