

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

<p>1. Name and Address of Reporting Person*</p> <p><b>SMITH ELIZABETH A</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>2202 NORTH WEST SHORE BLVD</b></p> <p><b>SUITE 500</b></p> <hr/> <p>(Street)</p> <p><b>TAMPA FL 33607</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Bloomin' Brands, Inc. [ BLMN ]</b></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><b>05/01/2017</b></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><b>Chairman and CEO</b></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**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	05/01/2017		M		125,000	A	\$6.5	206,235	D	
Common Stock	05/01/2017		S		125,000	D	\$21.94 <sup>(1)</sup>	81,235	D	
Common Stock	05/02/2017		M		150,000	A	\$6.5	231,235	D	
Common Stock	05/02/2017		S		150,000	D	\$21.7 <sup>(2)</sup>	81,235	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					
Stock Option (right to buy)	\$6.5	05/01/2017		M			125,000	(3)	11/16/2019	Common Stock 125,000	\$0	3,187,424	D	
Stock Option (right to buy)	\$6.5	05/02/2017		M			150,000	(3)	11/16/2019	Common Stock 150,000	\$0	3,037,424	D	
Restricted Stock Units	\$0.0							(4)	(5)	Common Stock 112,220		112,220	D	
Restricted Stock Units	\$0.0							(6)	(5)	Common Stock 84,008		84,008	D	
Stock Option (right to buy)	\$17.27							(7)	02/24/2027	Common Stock 267,327		267,327	D	
Stock Option (right to buy)	\$17.15							(8)	02/25/2026	Common Stock 261,122		261,122	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)				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					
Stock Option (right to buy)	\$25.36							(9)	02/26/2025	Common Stock	220,589	220,589	D	
Stock Option (right to buy)	\$25.32							(10)	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	

**Explanation of Responses:**

- Price reflected is the weighted-average sales price for the shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transaction reported was \$21.875 to \$22.060. The reporting person undertakes to provide to the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- Price reflected is the weighted-average sales price for the shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transaction reported was \$21.565 to \$22.020. The reporting person undertakes to provide to the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- These stock options are fully vested.
- These restricted stock units, in the original grant amount of 112,220, will begin vesting in four equal annual installments on February 24, 2018.
- This field is not applicable.
- These restricted stock units, in the original grant amount of 112,010, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 267,327, will begin vesting in four equal annual installments on February 24, 2018.
- These stock options, in the original grant amount of 261,122, began vesting in four equal annual installments beginning on February 25, 2017.
- These stock options, in the original grant amount of 220,589, began vesting in four equal annual installments on February 26, 2016.
- These stock options, in the original grant amount of 177,940, began vesting in four equal annual installments on February 27, 2015.

**Remarks:**

/s/ Kelly Lefferts, as Attorney-in-Fact 05/02/2017

\*\* 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.

**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.**