

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

1. Name and Address of Reporting Person* <u>Scarlett Gregg</u> (Last) (First) (Middle) 2202 N. WEST SHORE BLVD. (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&Pres. Outback Steakhouse</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2017</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	02/25/2017		M		3,640	A	\$0	25,533	D	
Common Stock	02/25/2017		F		975	D	\$0	24,558	D	
Common Stock	02/26/2017		A		878 ⁽¹⁾	A	\$17.09	25,436	D	
Common Stock	02/26/2017		F		233 ⁽²⁾	D	\$17.09	25,203	D	
Common Stock	02/27/2017		A		847 ⁽¹⁾	A	\$17.27	26,050	D	
Common Stock	02/27/2017		F		230 ⁽²⁾	D	\$17.27	25,820	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	02/24/2017		A		20,200		(3)	(4)	Common Stock	20,200	\$0	20,200	D	
Restricted Stock Units	\$0.0	02/25/2017		M			3,640	(5)	(4)	Common Stock	3,640	\$0	10,922	D	
Stock Option (right to buy)	\$17.27	02/24/2017		A		48,119		(6)	02/24/2027	Common Stock	48,119	\$0	48,119	D	
Restricted Stock Units	\$0.0							(7)	(4)	Common Stock	25,000		25,000	D	
Restricted Stock Units	\$0.0							(8)	(4)	Common Stock	18,750		18,750	D	
Stock Option (right to buy)	\$17.96							(9)	08/01/2026	Common Stock	100,000		100,000	D	
Stock Option (right to buy)	\$17.8							(10)	03/01/2026	Common Stock	42,056		42,056	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)	\$17.15							(11)	02/25/2026	Common Stock	33,946	33,946	D	
Stock Option (right to buy)	\$24.14							(12)	03/12/2025	Common Stock	100,000	100,000	D	
Stock Option (right to buy)	\$25.36							(13)	02/26/2025	Common Stock	14,706	14,706	D	
Stock Option (right to buy)	\$25.32							(14)	02/27/2024	Common Stock	12,166	12,166	D	
Stock Option (right to buy)	\$18.73							(15)	02/01/2023	Common Stock	75,000	75,000	D	
Stock Option (right to buy)	\$6.5							(15)	09/02/2020	Common Stock	37,140	37,140	D	
Stock Option (right to buy)	\$6.5							(16)	04/06/2020	Common Stock	42,860	42,860	D	

Explanation of Responses:

- Represents shares of common stock acquired upon vesting of certain performance-based share units as a result of achievement of performance goals.
- These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain performance-based share units.
- These restricted stock units, in the original grant amount of 20,200, 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 14,562, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 48,119, will begin vesting in four equal annual installments on February 24, 2018.
- These restricted stock units, in the original grant amount of 25,000, will begin vesting in four equal annual installments on August 1, 2017.
- These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on March 12, 2016.
- These stock options, in the original grant amount of 100,000, will begin vesting in four equal annual installments on August 1, 2017.
- This stock option vests on March 1, 2018.
- These stock options, in the original grant amount of 33,946, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on March 12, 2016.
- These stock options, in the original grant amount of 14,706, began vesting in four equal annual installments on February 26, 2016.
- These stock options, in the original grant amount of 12,166, began vesting in four equal annual installments on February 27, 2015.
- These stock options are fully vested.
- These stock options are replacement stock options and are fully vested.

Remarks:

/s/ Kelly Lefferts, as Attorney-in-Fact 02/28/2017

** 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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