

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*<br><u>Scarlett Gregg</u><br><br>(Last) (First) (Middle)<br>2202 N. WEST SHORE BLVD.<br><br>(Street)<br>TAMPA FL 33607<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Bloomin' Brands, Inc. [ BLMN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP &amp; Pres. Bonefish Grill</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/25/2016                       |   |
| 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                    |                                      |  |                                |   |   |            | 18,203 <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  | 02/25/2016                           |  | A                              |   | 14,562   |     | (2)  | (3)             | Common Stock  | 14,562                                     | \$0  | 14,562  | D  |       |
| Restricted Stock Units                     | \$0.0  |                                      |  |                                |   |  |     | 03/12/2016 <sup>(4)</sup>                                | (3)             | Common Stock  | 25,000                                     |  | 25,000  | D  |       |
| Stock Option (right to buy)                | \$6.5  |                                      |  |                                |   |  |     | (5)  | 04/06/2020      | Common Stock  | 51,360                                     |  | 51,360  | D  |       |
| Stock Option (right to buy)                | \$6.5  |                                      |  |                                |   |  |     | (6)  | 09/02/2020      | Common Stock  | 37,140                                     |  | 37,140  | D  |       |
| Stock Option (right to buy)                | \$17.15  | 02/25/2016                           |  | A                              |   | 33,946   |     | (7)  | 02/25/2026      | Common Stock  | 33,946                                     | \$0  | 33,946  | D  |       |
| Stock Option (right to buy)                | \$18.73  |                                      |  |                                |   |  |     | (8)  | 02/01/2023      | Common Stock  | 75,000                                     |  | 75,000  | D  |       |
| Stock Option (right to buy)                | \$24.14  |                                      |  |                                |   |  |     | (9)  | 03/12/2025      | Common Stock  | 100,000                                    |  | 100,000   | D  |       |
| Stock Option (right to buy)                | \$25.32  |                                      |  |                                |   |  |     | (10)   | 02/27/2024      | Common Stock  | 12,166                                     |  | 12,166  | 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)                | \$25.36  |                                      |  |                                |   |  |     | (11)   | 02/26/2025      | Common Stock  | 14,706                                     | 14,706   | D   |  |

**Explanation of Responses:**

1. Certain of these shares represent restricted stock issued under a Bloomin' Brands, Inc. stock plan and are subject to a risk of forfeiture. Of such shares, 3,125 continue to be subject to forfeiture under that plan as of the date of this filing.
2. These restricted stock units vest in four equal annual installments beginning on February 25, 2017.
3. This field is not applicable.
4. These restricted stock units vest in four equal annual installments beginning on March 12, 2016.
5. This stock option is a replacement stock option and is fully vested.
6. This stock option is fully vested.
7. This stock option vests in four equal annual installments beginning on February 25, 2017.
8. This stock option vests in four equal annual installments beginning on February 1, 2014.
9. This stock option vests in four equal annual installments beginning on March 12, 2016.
10. This stock option vests in four equal annual installments beginning on February 27, 2015.
11. This stock option vests in four equal annual installments beginning on February 26, 2016.

**Remarks:**

/s/ Kelly Lefferts, as Attorney-in-Fact    02/29/2016

\*\* 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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