

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>Deno David J.</u>  (Last) (First) (Middle) 2202 NORTH WEST SHORE BLVD 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) EVP & CFAO
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2017	
	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		6,067	A	\$0	52,690	D	
Common Stock	02/25/2017		F		1,798	D	\$0	50,892	D	
Common Stock	02/26/2017		A		3,328 <sup>(1)</sup>	A	\$17.09	54,220	D	
Common Stock	02/26/2017		F		983 <sup>(2)</sup>	D	\$17.09	53,237	D	
Common Stock	02/27/2017		A		4,091 <sup>(1)</sup>	A	\$17.27	57,328	D	
Common Stock	02/27/2017		F		1,096 <sup>(2)</sup>	D	\$17.27	56,232	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		24,315		(3)	(4)	Common Stock	24,315	\$0	24,315	D	
Restricted Stock Units	\$0.0	02/25/2017		M		6,067		(5)	(4)	Common Stock	6,067	\$0	18,202	D	
Stock Option (right to buy)	\$17.27	02/24/2017		A		57,921		(6)	02/24/2027	Common Stock	57,921	\$0	57,921	D	
Stock Option (right to buy)	\$17.15							(7)	02/25/2026	Common Stock	56,577		56,577	D	
Stock Option (right to buy)	\$25.36							(8)	02/26/2025	Common Stock	55,760		55,760	D	
Stock Option (right to buy)	\$25.32							(9)	02/27/2024	Common Stock	58,800		58,800	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)	\$17.4							(10)	02/26/2023	Common Stock	72,551	72,551	D	
Stock Option (right to buy)	\$14.58							(11)	05/07/2022	Common Stock	400,000	400,000	D	

**Explanation of Responses:**

1. Represents shares of common stock acquired upon vesting of certain performance-based share units as a result of achievement of performance goals.
2. These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain performance-based share units.
3. These restricted stock units, in the original grant amount of 24,315, will begin vesting in four equal annual installments on February 24, 2018.
4. This field is not applicable.
5. These restricted stock units, in the original grant amount of 24,269, began vesting in four equal annual installments on February 25, 2017.
6. These stock options, in the original grant amount of 57,921, will begin vesting in four equal annual installments on February 24, 2018.
7. These stock options, in the original grant amount of 56,577, began vesting in four equal annual installments on February 25, 2017.
8. These stock options, in the original grant amount of 55,760, began vesting in four equal annual installments on February 26, 2016.
9. These stock options, in the original grant amount of 58,800, began vesting in four equal annual installments on February 27, 2015.
10. These stock options are fully vested.
11. These stock options, in the original grant amount of 400,000, began vesting in five equal annual installments on May 7, 2013.

**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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