

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>Fitzjohn David Roy</u> _____ (Last) (First) (Middle) <u>2202 NORTH WEST SHORE BLVD.</u> <u>STE. 500</u> _____ (Street) <u>TAMPA FL 33607</u> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/21/2017</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	04/21/2017		M		1,473	A	\$0	5,482.61	D	
Common Stock	04/21/2017		F		442	D	\$0	5,040.61	D	
Common Stock	04/21/2017		M		1,992	A	\$0	7,032.61	D	
Common Stock	04/21/2017		F		598	D	\$0	6,434.61	D	
Common Stock	04/21/2017		M		1,587	A	\$0	8,021.61	D	
Common Stock	04/21/2017		F		477	D	\$0	7,544.61	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	04/21/2017		A		5,308		(1)	(2)	Common Stock	5,308	\$0	5,308	D	
Restricted Stock Units	\$0.0	04/21/2017		M			1,992	(3)	(2)	Common Stock	1,992	\$0	3,986	D	
Restricted Stock Units	\$0.0	04/21/2017		M			1,473	(4)	(2)	Common Stock	1,473	\$0	1,473	D	
Restricted Stock Units	\$0.0	04/21/2017		M			1,587	(5)	(2)	Common Stock	1,587	\$0	0	D	

**Explanation of Responses:**

- These restricted stock units, in the original grant amount of 5,308, will begin vesting in three equal annual installments immediately prior to the issuer's annual meeting of stockholders in 2018.
- This field is not applicable.
- These restricted stock units, in the original grant amount of 5,978, began vesting in three equal annual installments on April 21, 2017.
- These restricted stock units, in the original grant amount of 4,419, began vesting in three equal annual installments on April 22, 2016.
- These restricted stock units, in the original grant amount of 4,760, began vesting in three equal annual installments on April 29, 2015.

**Remarks:**

/s/ Kelly Lefferts, as Attorney-  
in-Fact 04/25/2017

\*\* 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.**