

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><b>Smith Jeffrey S</b><br>_____<br>(Last) (First) (Middle)<br><b>2202 NORTH WEST SHORE BLVD</b><br><b>SUITE 500</b><br>_____<br>(Street)<br><b>TAMPA FL 33607</b><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Bloomin' Brands, Inc. [ BLMN ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b> EVP&amp;Pres Outback Steakhouse</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/11/2016</b>                |   |
| 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                    | 02/11/2016                           |  | A                              |   | 12,714 <sup>(1)</sup>   | A          | \$16.11 | 49,487  | D  |   |
| Common Stock                    | 02/11/2016                           |  | F                              |   | 3,678 <sup>(2)</sup>  | D          | \$16.11 | 45,809 <sup>(3)</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 |   |  |  |   |  |
| Stock Option (right to buy)                | \$6.5  |                                      |  |                                |   |  |     | (4)  | 04/06/2020      | Common Stock  | 249,000                                    | 249,000  | D   |  |
| Stock Option (right to buy)                | \$17.4   |                                      |  |                                |   |  |     | (5)  | 02/26/2023      | Common Stock  | 43,409                                     | 43,409   | D   |  |
| Stock Option (right to buy)                | \$25.32  |                                      |  |                                |   |  |     | (6)  | 02/27/2024      | Common Stock  | 29,157                                     | 29,157   | D   |  |
| Stock Option (right to buy)                | \$25.36  |                                      |  |                                |   |  |     | (7)  | 02/26/2025      | Common Stock  | 42,280                                     | 42,280   | 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.
- 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, 12,500 continue to be subject to forfeiture under that plan as of the date of this filing.
- This stock option is a replacement stock option and is fully vested.
- This stock option vests in four equal annual installments beginning on February 26, 2014.
- This stock option vests in four equal annual installments beginning on February 27, 2015.
- This stock option vests in four equal annual installments beginning on February 26, 2016.

**Remarks:**

/s/ Kelly Lefferts, as Attorney-  
in-Fact 02/16/2016

\*\* 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.

**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.**