

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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* <b>SMITH ELIZABETH A</b>  (Last) (First) (Middle) <b>2202 NORTH WEST SHORE BLVD</b> <b>SUITE 500</b>  (Street) <b>TAMPA FL 33607</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Bloomin' Brands, Inc. [ BLMN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/22/2018</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	06/22/2018		M		66,022 <sup>(1)</sup>	A	\$6.5	210,174	D	
Common Stock	06/22/2018		S		66,022 <sup>(1)</sup>	D	\$22.12 <sup>(2)</sup>	144,152	D	
Common Stock	06/25/2018		M		2,200 <sup>(1)</sup>	A	\$6.5	146,352	D	
Common Stock	06/25/2018		S		2,200 <sup>(1)</sup>	D	\$22.01 <sup>(3)</sup>	144,152	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
Stock Option (right to buy)	\$6.5	06/22/2018		M		66,022 <sup>(1)</sup>	(4)	11/16/2019	11/16/2019	Common Stock	66,022	\$0	796,402	D	
Stock Option (right to buy)	\$6.5	06/25/2018		M		2,200 <sup>(1)</sup>	(4)	11/16/2019	11/16/2019	Common Stock	2,200	\$0	794,202	D	
Restricted Stock Units	\$0.0 <sup>(5)</sup>							(6)	(7)	Common Stock	79,296		79,296	D	
Restricted Stock Units	\$0.0 <sup>(5)</sup>							(8)	(7)	Common Stock	84,165		84,165	D	
Restricted Stock Units	\$0.0 <sup>(5)</sup>							(9)	(7)	Common Stock	56,005		56,005	D	
Stock Option (right to buy)	\$24.1							(10)	02/23/2028	Common Stock	185,695		185,695	D	
Stock Option (right to buy)	\$17.27							(11)	02/24/2027	Common Stock	267,327		267,327	D	
Stock Option (right to buy)	\$17.15							(12)	02/25/2026	Common Stock	261,122		261,122	D	
Stock Option (right to buy)	\$25.36							(13)	02/26/2025	Common Stock	220,589		220,589	D	
Stock Option (right to buy)	\$25.32							(4)	02/27/2024	Common Stock	177,940		177,940	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	Amount or Number of Shares				
Stock Option (right to buy)	\$10.03							(4)	07/01/2021	Common Stock	550,000		550,000	D	

**Explanation of Responses:**

- This transaction was effected by the reporting person pursuant to a Rule 10b5-1 trading plan that was entered into on May 11, 2018.
- Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$22.00 to \$22.49. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$22.00 to \$22.04. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- These stock options are fully vested.
- Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
- These restricted stock units, in the original grant amount of 79,296, will begin vesting in four equal annual installments on February 23, 2019.
- This field is not applicable.
- These restricted stock units, in the original grant amount of 112,220, began vesting in four equal annual installments on February 24, 2018.
- These restricted stock units, in the original grant amount of 112,010, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 185,695 will begin vesting in four equal annual installments on February 23, 2019.
- These stock options, in the original grant amount of 267,327, began vesting in four equal annual installments on February 24, 2018.
- These stock options, in the original grant amount of 261,122, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 220,589, began vesting in four equal annual installments on February 26, 2016.

**Remarks:**

/s/ Kelly Lefferts, as Attorney-in-Fact      06/26/2018

\*\* 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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