

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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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 X Officer (give title below) Other (specify below) <b>EVP &amp; CFAO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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								15,135	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 <sup>(1)</sup>	02/19/2019		A		19,375		(2)	(3)	Common Stock	19,375	\$0	19,375	D	
Stock Option (right to buy)	\$21.29	02/19/2019		A		50,345		(4)	02/19/2029	Common Stock	50,345	\$0	50,345	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>							(5)	(3)	Common Stock	18,326		18,326	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>							(6)	(3)	Common Stock	18,237		18,237	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>							(7)	(3)	Common Stock	12,135		12,135	D	
Stock Option (right to buy)	\$24.1							(8)	02/23/2028	Common Stock	42,917		42,917	D	
Stock Option (right to buy)	\$17.27							(9)	02/24/2027	Common Stock	57,921		57,921	D	
Stock Option (right to buy)	\$17.15							(10)	02/25/2026	Common Stock	56,577		56,577	D	
Stock Option (right to buy)	\$25.36							(11)	02/26/2025	Common Stock	55,760		55,760	D	
Stock Option (right to buy)	\$25.32							(12)	02/27/2024	Common Stock	58,800		58,800	D	
Stock Option (right to buy)	\$17.4							(12)	02/26/2023	Common Stock	72,551		72,551	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)	\$14.58							(12)	05/07/2022	Common Stock	132,084		132,084	D	

**Explanation of Responses:**

- 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 amount of 19,375, will begin vesting in three equal annual installments on February 19, 2020.
- This field is not applicable.
- These stock options, in the original grant amount of 50,345, will begin vesting in three equal annual installments on February 19, 2020.
- These restricted stock units, in the original amount of 18,326, will begin vesting in four equal installments on February 23, 2019.
- These restricted stock units, in the original grant amount of 24,315, began vesting in four equal annual installments on February 24, 2018.
- These restricted stock units, in the original grant amount of 24,269, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 42,917 will begin vesting in four equal annual installments on February 23, 2019.
- These stock options, in the original grant amount of 57,921, began vesting in four equal annual installments on February 24, 2018.
- These stock options, in the original grant amount of 56,577, began vesting in four equal annual installments on February 25, 2017.
- These stock options, in the original grant amount of 55,760, began vesting in four equal annual installments on February 26, 2016.
- These stock options are fully vested.

**Remarks:**

/s/ Kelly Lefferts, Attorney in Fact      02/21/2019

\*\* 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.**