

SMITH ELIZABETH A
 Form 4
 April 03, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SMITH ELIZABETH A

(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
 Bloomin' Brands, Inc. [BLMN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					346,247	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	04/01/2019		A		103,957		⁽²⁾	⁽³⁾	Common Stock	103,957
Stock Option (right to buy)	\$ 20.62	04/01/2019		A		372,292		⁽⁴⁾	04/01/2029	Common Stock	372,292
Restricted Stock Units	\$ 0 ⁽¹⁾							⁽⁵⁾	⁽³⁾	Common Stock	59,472
Restricted Stock Units	\$ 0 ⁽¹⁾							⁽⁶⁾	⁽³⁾	Common Stock	56,110
Restricted Stock Units	\$ 0 ⁽¹⁾							⁽⁷⁾	⁽³⁾	Common Stock	28,003
Stock Option (right to buy)	\$ 24.1							⁽⁸⁾	02/23/2028	Common Stock	185,690
Stock Option (right to buy)	\$ 17.27							⁽⁹⁾	02/24/2027	Common Stock	267,320
Stock Option (right to buy)	\$ 17.15							⁽¹⁰⁾	02/25/2026	Common Stock	261,120
Stock Option (right to buy)	\$ 25.36							⁽¹¹⁾	02/26/2025	Common Stock	220,580
Stock Option (right to buy)	\$ 25.32							⁽¹²⁾	02/27/2024	Common Stock	177,940

Stock Option (right to buy)	\$ 10.03	(13)	07/01/2021	Common Stock	550,00
Stock Option (right to buy)	\$ 6.5	(14)	11/16/2019	Common Stock	544,20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ELIZABETH A 2202 NORTH WEST SHORE BLVD SUITE 500 TAMPA, FL 33607	X		Executive Chairman	

Signatures

/s/ Kelly Lefferts, Attorney
in Fact

04/03/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
 - (2) On April 1, 2019, these restricted stock units were granted in the original amount of 103,957, which vest in two equal annual installments, with a final vesting in 2021.
 - (3) This field is not applicable.
 - (4) On April 1, 2019, these stock options were granted in the original amount of 372,292, which vest in two equal annual installments, with a final vesting in 2021.
 - (5) On February 23, 2018, these restricted stock units were granted in the original amount of 79,296, which vest in four equal annual installments, with a final vesting in 2022.
 - (6) On February 24, 2017, these restricted stock units were granted in the original amount of 112,220, which vest in four equal annual installments, with a final vesting in 2021.
 - (7) On February 25, 2016, these restricted stock units were granted in the original amount of 112,010, which vest in four equal annual installments, with a final vesting in 2020.
 - (8) On February 23, 2018, these stock options were granted in the original amount of 185,695, which vest in four equal annual installments, with a final vesting in 2022.
 - (9) On February 24, 2017, these stock options were granted in the original amount of 267,327, which vest in four equal annual installments, with a final vesting in 2021.
 - (10) On February 25, 2016, these stock options were granted in the original amount of 261,122, which vest in four equal annual installments, with a final vesting in 2020.
 - (11) On February 26, 2015, these stock options were granted in the original amount of 220,589, which vest in four equal annual installments, with a final vesting in 2019.

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- (12) On February 27, 2014, these stock options were granted in the original amount of 177,940, which vest in four equal annual installments, with a final vesting in 2018.
- (13) On July 1, 2011, these stock options were granted in the original amount of 550,000, which vest in five equal annual installments, with a final vesting in 2016.
- (14) On November 16, 2009, these stock options were granted in the original amount of 4,350,000, which vest in five equal annual installments, with a final vesting in 2014.

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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