

Schmidt David Peter
 Form 4
 August 27, 2018

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 *
 Schmidt David Peter

(Last) (First) (Middle)
 2202 NORTH WEST SHORE
 BLVD., STE. 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)
 08/24/2018

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)
 EVP & Pres. Bonfish Grill

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 | 08/24/2018 | | S | 3,500 D | \$ 19.172 | 4,828 | 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) | 8. F. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | <u>(2)</u> | <u>(3)</u> | Common Stock | 7,049 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | <u>(4)</u> | <u>(3)</u> | Common Stock | 7,482 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | <u>(5)</u> | <u>(3)</u> | Common Stock | 12,500 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | <u>(6)</u> | <u>(3)</u> | Common Stock | 1,362 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | <u>(7)</u> | <u>(3)</u> | Common Stock | 1,250 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | <u>(8)</u> | <u>(3)</u> | Common Stock | 828 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | <u>(9)</u> | <u>(3)</u> | Common Stock | 2,500 |
| Stock Option (right to buy) | \$ 24.1 | | | | | <u>(10)</u> | 02/23/2028 | Common Stock | 16,507 |
| Stock Option (right to buy) | \$ 17.27 | | | | | <u>(11)</u> | 02/24/2027 | Common Stock | 23,763 |
| Stock Option (right to buy) | \$ 17.96 | | | | | <u>(12)</u> | 08/01/2026 | Common Stock | 100,000 |

| | | | | | |
|-----------------------------|----------|-------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 17.15 | <u>(13)</u> | 02/25/2026 | Common Stock | 8,463 |
| Stock Option (right to buy) | \$ 25.36 | <u>(14)</u> | 02/26/2025 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 25.32 | <u>(15)</u> | 02/27/2024 | Common Stock | 2,434 |
| Stock Option (right to buy) | \$ 17.4 | <u>(15)</u> | 02/26/2023 | Common Stock | 4,232 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schmidt David Peter 2202 NORTH WEST SHORE BLVD., STE. 500 TAMPA, FL 33607 | | | EVP & Pres. Bonefish Grill | |

Signatures

Kelly Lefferts, as
Attorney-in-Fact

08/27/2018

__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) These restricted stock units, in the original grant amount of 7,049, will begin vesting in four equal annual installments on February 23, 2019.
- (3) This field is not applicable.
- (4) These restricted stock units, in the original grant amount of 9,976, began vesting in four equal annual installments on February 24, 2018.
- (5) These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on August 1, 2017.
- (6) These restricted stock units, in the original grant amount of 2,723, began vesting in four equal annual installments on February 25, 2017.
- (7) These restricted stock units, in the original grant amount of 2,500, began vesting in four equal annual installments on September 1, 2016.
- (8) These restricted stock units, in the original grant amount of 3,310, began vesting in four equal annual installments on February 26, 2016.
- (9) These restricted stock units, in the original grant amount of 10,000, began vesting in four equal annual installments on October 1, 2015.
- (10) These stock options, in the original grant amount of 16,507 will begin vesting in four equal annual installments on February 23, 2019.

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- (11) These stock options, in the original grant amount of 23,763, began vesting in four equal annual installments on February 24, 2018.
- (12) These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on August 1, 2017.
- (13) These stock options, in the original grant amount of 8,463, began vesting in four equal annual installments on February 25, 2017.
- (14) These stock options, in the original grant amount of 4,000, began vesting in four equal annual installments on February 26, 2016.
- (15) These stock options are fully vested.

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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