

Bloomin' Brands, Inc.
 Form 4
 February 16, 2016

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 *
 Scarlett Gregg

(Last) (First) (Middle)
 2202 N. WEST SHORE BLVD.
 (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)
 02/11/2016

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. Bonefish 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/11/2016		A		3,016 (1) \$ 16.11	D	
Common Stock	02/11/2016		F		837 (2) \$ 16.11	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)

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
Restricted Stock Units	\$ 0					03/12/2016	Common Stock	25,000	
Stock Option (right to buy)	\$ 6.5					<u>(5)</u>	04/06/2020	Common Stock	51,360
Stock Option (right to buy)	\$ 6.5					<u>(6)</u>	09/02/2020	Common Stock	37,140
Stock Option (right to buy)	\$ 18.73					<u>(7)</u>	02/01/2023	Common Stock	75,000
Stock Option (right to buy)	\$ 24.14					<u>(8)</u>	03/12/2025	Common Stock	100,000
Stock Option (right to buy)	\$ 25.32					<u>(9)</u>	02/27/2024	Common Stock	12,166
Stock Option (right to buy)	\$ 25.36					<u>(10)</u>	02/26/2025	Common Stock	14,706

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Scarlett Gregg
2202 N. WEST SHORE BLVD.
TAMPA, FL 33607

EVP & Pres. Bonefish Grill

Signatures

/s/ Kelly Lefferts, as
Attorney-in-Fact

02/16/2016

__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) Represents shares of common stock acquired upon vesting of certain performance-based share units as a result of achievement of performance goals.
- (2) These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain performance-based share units.
- (3) 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, 3,125 continue to be subject to forfeiture under that plan as of the date of this filing.
- (4) This field is not applicable.
- (5) This stock option is a replacement stock option and is fully vested.
- (6) This stock option is fully vested.
- (7) This stock option vests in four equal annual installments beginning on February 1, 2014.
- (8) This stock option vests in four equal annual installments beginning on March 12, 2016.
- (9) This stock option vests in four equal annual installments beginning on February 27, 2015.
- (10) This stock option vests in four equal annual installments beginning on February 26, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.