

Fitzjohn David Roy
Form 5
January 28, 2019

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Fitzjohn David Roy

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Bloomin' Brands, Inc. [BLMN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/30/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

2202 NORTH WEST SHORE
BLVD., STE. 500

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TAMPA, FL 33607

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 12/30/2018 | | A | (A) 2.714 (D) (1) | \$ 0 11,221.88 | D | |

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | Â | Â | Â | Â Â | Â ⁽³⁾ | Â ⁽⁴⁾ | Common Stock | 4,419 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | Â | Â | Â | Â Â | Â ⁽⁵⁾ | Â ⁽⁴⁾ | Common Stock | 3,539 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | Â | Â | Â | Â Â | Â ⁽⁶⁾ | Â ⁽⁴⁾ | Common Stock | 1,993 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fitzjohn David Roy 2202 NORTH WEST SHORE BLVD. STE. 500 TAMPA, FL 33607 | Â X | Â | Â | Â |

Signatures

/s/ Kelly Lefferts, as Attorney-in-Fact 01/28/2019

**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) Represents shares acquired by the reporting person under an automatic dividend reinvestment program through his broker for quarterly cash dividends paid by the issuer to stockholders on 3/14/18 and 5/18/18.
 - (2) Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
 - (3) These restricted stock units, in the original grant amount of 4,419, vest in three equal installments immediately prior to the issuer's annual meeting of stockholders each year beginning in 2019.

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- (4) This field is not applicable.
- (5) These restricted stock units, in the original grant amount of 5,308, vest in three equal installments immediately prior to the issuer's annual meeting of stockholders each year beginning in 2018.
- (6) These restricted stock units, in the original grant amount of 5,978, vest in three equal installments immediately prior to the issuer's annual meeting of stockholders each year beginning in 2017.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.