

Schmidt David Peter
 Form 4
 May 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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)
 05/01/2018

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. 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)
				(A) or (D)	Price		
Common Stock	05/01/2018		M	23,900	A \$ 17.8	27,500	D
Common Stock	05/01/2018		S	23,900	D \$ 24.25	3,600	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.8	05/01/2018		M	23,900	(2)	03/01/2026	Common Stock	23,900
Restricted Stock Units	\$ 0 (3)					(4)	(5)	Common Stock	7,049
Restricted Stock Units	\$ 0 (3)					(6)	(5)	Common Stock	7,482
Restricted Stock Units	\$ 0 (3)					(7)	(5)	Common Stock	18,750
Restricted Stock Units	\$ 0 (3)					(8)	(5)	Common Stock	1,362
Restricted Stock Units	\$ 0 (3)					(9)	(5)	Common Stock	1,250
Restricted Stock Units	\$ 0 (3)					(10)	(5)	Common Stock	828
Restricted Stock Units	\$ 0 (3)					(11)	(5)	Common Stock	2,500
Stock Option (right to buy)	\$ 24.1					(12)	02/23/2028	Common Stock	16,507
Stock Option (right to buy)	\$ 17.27					(13)	02/24/2027	Common Stock	23,763

Stock Option (right to buy)	\$ 17.96	(14)	08/01/2026	Common Stock	100,000
Stock Option (right to buy)	\$ 17.15	(15)	02/25/2026	Common Stock	8,463
Stock Option (right to buy)	\$ 25.36	(16)	02/26/2025	Common Stock	4,000
Stock Option (right to buy)	\$ 25.32	(2)	02/27/2024	Common Stock	2,434
Stock Option (right to buy)	\$ 17.4	(2)	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

05/03/2018

__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) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$24.23 to \$24.27. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
 - (2) These stock options are fully vested.
 - (3) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
 - (4) These restricted stock units, in the original grant amount of 7,049, will begin vesting in four equal annual installments on February 23, 2019.

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- (5) This field is not applicable.
- (6) These restricted stock units, in the original grant amount of 9,976, began vesting in four equal annual installments on February 24, 2018.
- (7) These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on August 1, 2017.
- (8) These restricted stock units, in the original grant amount of 2,723, began vesting in four equal annual installments on February 25, 2017.
- (9) These restricted stock units, in the original grant amount of 2,500, began vesting in four equal annual installments on September 1, 2016.
- (10) These restricted stock units, in the original grant amount of 3,310, began vesting in four equal annual installments on February 26, 2016.
- (11) These restricted stock units, in the original grant amount of 10,000, began vesting in four equal annual installments on October 1, 2015.
- (12) These stock options, in the original grant amount of 16,507 will begin vesting in four equal annual installments on February 23, 2019.
- (13) These stock options, in the original grant amount of 23,763, began vesting in four equal annual installments on February 24, 2018.
- (14) These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on August 1, 2017.
- (15) These stock options, in the original grant amount of 8,463, began vesting in four equal annual installments on February 25, 2017.
- (16) These stock options, in the original grant amount of 4,000, began vesting in four equal annual installments 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.

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