

SMITH ELIZABETH A
Form 4
June 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
SMITH ELIZABETH A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2202 NORTH WEST SHORE
BLVD, SUITE 500

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/19/2018

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

TAMPA, FL 33607

(City) (State) (Zip)

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

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 or Price		
Common Stock	06/19/2018		M		100,000 (1)	A	\$ 6.5 244,152 D
Common Stock	06/19/2018		S		100,000 (1)	D	\$ 22.38 144,152 (2) D
Common Stock	06/20/2018		M		100,000 (1)	A	\$ 6.5 244,152 D
Common Stock	06/20/2018		S		100,000 (1)	D	\$ 22.09 144,152 (3) D
	06/21/2018		M			A	\$ 6.5 244,152 D

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Common Stock				100,000 <u>(1)</u>			
Common Stock	06/21/2018		S	100,000 <u>(1)</u>	D	\$ 22.77 <u>(4)</u>	144,152 D

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

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(9-02)

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 Number Shares
Stock Option (right to buy)	\$ 6.5	06/19/2018		M	100,000 <u>(1)</u>	<u>(5)</u> 11/16/2019	Common Stock 100,000
Stock Option (right to buy)	\$ 6.5	06/20/2018		M	100,000 <u>(1)</u>	<u>(5)</u> 11/16/2019	Common Stock 100,000
Stock Option (right to buy)	\$ 6.5	06/21/2018		M	100,000 <u>(1)</u>	<u>(5)</u> 11/16/2019	Common Stock 100,000
Restricted Stock Units	\$ 0 <u>(6)</u>					<u>(7)</u> <u>(8)</u>	Common Stock 79,290
Restricted Stock Units	\$ 0 <u>(6)</u>					<u>(9)</u> <u>(8)</u>	Common Stock 84,165
Restricted Stock Units	\$ 0 <u>(6)</u>					<u>(10)</u> <u>(8)</u>	Common Stock 56,005
Stock	\$ 24.1					<u>(11)</u> 02/23/2028	Common 185,690

Option (right to buy)					Stock
Stock Option (right to buy)	\$ 17.27	(12)	02/24/2027	Common Stock	267,32
Stock Option (right to buy)	\$ 17.15	(13)	02/25/2026	Common Stock	261,12
Stock Option (right to buy)	\$ 25.36	(14)	02/26/2025	Common Stock	220,58
Stock Option (right to buy)	\$ 25.32	(5)	02/27/2024	Common Stock	177,94
Stock Option (right to buy)	\$ 10.03	(5)	07/01/2021	Common Stock	550,00

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		Chairman and CEO	

Signatures

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

06/21/2018

**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) This transaction was effected by the reporting person pursuant to a Rule 10b5-1 trading plan that was entered into on May 11, 2018.
- (2) 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 \$22.24 to \$22.87. 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.

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(3) 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 \$22.00 to \$22.46. 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.

(4) 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 \$22.54 to \$23.12. 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.

(5) These stock options are fully vested.

(6) Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.

(7) These restricted stock units, in the original grant amount of 79,296, will begin vesting in four equal annual installments on February 23, 2019.

(8) This field is not applicable.

(9) These restricted stock units, in the original grant amount of 112,220, began vesting in four equal annual installments on February 24, 2018.

(10) These restricted stock units, in the original grant amount of 112,010, began vesting in four equal annual installments on February 25, 2017.

(11) These stock options, in the original grant amount of 185,695 will begin vesting in four equal annual installments on February 23, 2019.

(12) These stock options, in the original grant amount of 267,327, began vesting in four equal annual installments on February 24, 2018.

(13) These stock options, in the original grant amount of 261,122, began vesting in four equal annual installments on February 25, 2017.

(14) These stock options, in the original grant amount of 220,589, 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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