Cooper John W
Form 3
August 07, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Cooper John W

(Last) (First) (Middle)

2202 NORTH WEST SHORE BLVD,Â SUITE 500

(Street)

TAMPA,Â FLÂ 33607

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/07/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
EVP & Pres. of Bonefish Grill

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100,000	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy) (1)	Â (2)	04/06/2020	Common Stock	254,000	$ 6.5	D	Â
Stock Option (right to buy) (1)	Â (3)	04/06/2020	Common Stock	8,542	$ 6.5	I	By wife

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper John W 2202 NORTH WEST SHORE BLVD SUITE 500 TAMPA,Â FLÂ 33607	Â	Â	Â EVP & Pres. of Bonefish Grill	Â

Signatures

/s/ Kelly Lefferts, as Attorney-in-Fact	08/07/2012
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) On April 6, 2010, the reporting person and his wife were granted replacement stock options with an exercise price of $6.50 in exchange for outstanding stock options with an exercise price of $10.00 per share. The original stock options were cancelled. Under the exchange program, the vested portion of the eligible stock options as of the grant date of the replacement stock options were exchanged for stock options that were fully vested. The unvested portion of the exchanged stock options were exchanged for unvested replacement stock options that vest and become exercisable over a period of time that is equal to the remaining vesting period of the exchanged stock options, plus one year, subject to the participant's continued employment through the new vesting date.

(2) This option is a replacement stock option and the remaining unvested portion vests in four equal installments beginning on October 25, 2010.

(3) This option is a replacement stock option and the remaining unvested portion vests in four equal installments beginning on June 14, 2010.

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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