

Dahnke Scott Arnold
Form 4
September 13, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Catterton Managing Partner VI,
L.L.C.

(Last) (First) (Middle)

599 WEST PUTNAM AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)
Common Stock	09/11/2012		S	175,102 (1)	D \$ 10.34	14,010,558 I	See footnotes (2) (3)

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catterton Managing Partner VI, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		
Catterton Partners VI - Kangaroo, L.P. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		
Catterton Partners VI - Kangaroo Coinvest, L.P. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		
CP6 Management, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		
Dahnke Scott Arnold 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		

Signatures

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

09/13/2012

__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).

These shares of Bloomin' Brands, Inc. common stock were sold by the reporting persons pursuant to the underwriter's partial exercise of
(1) its option to purchase additional shares of Bloomin' Brands, Inc. common stock under the underwriting agreement entered into in connection with the initial public offering of Bloomin' Brands, Inc. common stock.

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- Represents shares of the Issuer held by Catterton Partners VI-Kangaroo, L.P. ("Catterton Partners VI") and Catterton Partners VI-Kangaroo Coinvest, L.P. ("Catterton Partners VI-Coinvest"). Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner")
- (2) and together with Catterton Partners VI, Catterton Partners VI-Coinvest and CP6 Management, L.L.C., the "Catterton Entities") is the general partner of Catterton Partners VI and Catterton Partners VI-Coinvest. CP6 Management, L.L.C. is the managing partner of Catterton Managing Partner and Scott A. Dahnke is a member of the Managing Board of CP6 Management, L.L.C.

- By virtue of these relationships, Catterton Managing Partner and Scott A. Dahnke may be deemed to share voting and dispositive power
- (3) with respect to the shares of Common Stock held by the Catterton Entities. Catterton Managing Partner, Scott A. Dahnke and each of the Catterton Entities expressly disclaim beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

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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