

Bloomin' Brands, Inc.  
Form 4  
March 12, 2014

**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  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SMITH ELIZABETH A**

(Last) (First) (Middle)

**2202 NORTH WEST SHORE  
BLVD, SUITE 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)  
**03/10/2014**

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) below)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2014		M <sup>(1)</sup>	500,000 A	\$ 6.5	500,000	D
Common Stock	03/10/2014		S <sup>(1)</sup>	500,000 D	\$ 23.5813	0	D

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

**Persons who respond to the collection of  
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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)	\$ 25.32							<u>(2)</u>	02/27/2024	Common Stock	177,940
Stock Option (right to buy)	\$ 10.03							<u>(3)</u>	07/01/2021	Common Stock	550,000
Stock Option (right to buy)	\$ 6.5	03/10/2014		M		500,000		<u>(4)</u>	11/16/2019	Common Stock	500,000

## 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  
03/12/2014  
\*\*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) Exercise and immediate sale of 500,000 stock options pursuant to the secondary offering of Bloomin' Brands, Inc. common stock.
- (2) This stock option vests in four equal annual installments beginning on February 27, 2015.
- (3) This Stock option vests in five equal annual installments beginning on July 1, 2012.
- (4) This Stock option vests in five equal annual installments beginning on November 16, 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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