

Fitzjohn David Roy
Form 4
April 26, 2018

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 *
Fitzjohn David Roy

(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)
04/24/2018

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)

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 | 04/24/2018 | | M | (A) or (D) Amount 1,769 (1) | \$ 0 | 9,324.166 | D |
| Common Stock | 04/24/2018 | | F | 531 (2) | \$ 23.66 | 8,793.166 | D |
| Common Stock | 04/24/2018 | | M | 1,993 (1) | \$ 0 | 10,786.166 | D |
| Common Stock | 04/24/2018 | | F | 598 (2) | \$ 23.66 | 10,188.166 | D |
| Common Stock | 04/24/2018 | | M | 1,473 (1) | \$ 0 | 11,661.166 | D |

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Common Stock 04/24/2018 F 442 ⁽²⁾ D \$ 23.66 11,219.166 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 or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/24/2018 | | A | | 4,419 | | ⁽⁴⁾ | ⁽⁵⁾ | Common Stock | 4,419 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/24/2018 | | M | | 1,769 ⁽⁶⁾ | | ⁽⁷⁾ | ⁽⁵⁾ | Common Stock | 1,769 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/24/2018 | | M | | 1,993 ⁽⁶⁾ | | ⁽⁸⁾ | ⁽⁵⁾ | Common Stock | 1,993 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/24/2018 | | M | | 1,473 ⁽⁶⁾ | | ⁽⁹⁾ | ⁽⁵⁾ | Common Stock | 1,473 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| Fitzjohn David Roy 2202 NORTH WEST SHORE BLVD. STE. 500 TAMPA, FL 33607 | X |

Signatures

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

04/26/2018

__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) These shares of common stock were acquired upon the vesting and settlement of certain restricted stock units.
- (2) These common shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
- (3) Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
- (4) These restricted stock units, in the original grant amount of 4,419, vest in three equal installments immediately prior to the issuer's annual meeting of stockholders each year beginning in 2019.
- (5) This field is not applicable.
- (6) These restricted stock units were surrendered in exchange for shares of common stock of the issuer.
- (7) These restricted stock units, in the original grant amount of 5,308, vest in three equal installments immediately prior to the issuer's annual meeting of stockholders each year beginning in 2018.
- (8) These restricted stock units, in the original grant amount of 5,978, vest in three equal installments immediately prior to the issuer's annual meeting of stockholders each year beginning in 2017.
- (9) These restricted stock units, in the original grant amount of 4,419, vest in three equal installments immediately prior to the issuer's annual meeting of stockholders each year beginning in 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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