

Scarlett Gregg
 Form 4
 February 26, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Scarlett Gregg

(Last) (First) (Middle)
 2202 N. 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)
 02/22/2019

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)
 EVP & Pres. Outback Steakhouse

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 (A) or (D) Price		
Common Stock	02/22/2019		M		5,050 (1) A \$ 0 9,589	D	
Common Stock	02/22/2019		F		1,210 (2) D \$ 21.97 8,379	D	
Common Stock	02/22/2019		M		3,947 (1) A \$ 0 12,326	D	
Common Stock	02/22/2019		F		1,123 (2) D \$ 21.97 11,203	D	
Common Stock	02/25/2019		M		5,859 (3) A \$ 0 17,062	D	

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Common Stock	02/25/2019	F	1,517 (4)	D	\$ 21.94	15,545	D
Common Stock	02/25/2019	M	3,640 (1)	A	\$ 0	19,185	D
Common Stock	02/25/2019	F	887 (2)	D	\$ 21.94	18,298	D
Common Stock	02/26/2019	M	2,694 (3)	A	\$ 0	20,992	D
Common Stock	02/26/2019	F	656 (4)	D	\$ 21.61	20,336	D

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

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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)

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 (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 (5)	02/22/2019		M	5,050 (6)	(7) (8)	Common Stock 5,050
Restricted Stock Units	\$ 0 (5)	02/22/2019		M	3,947 (6)	(9) (8)	Common Stock 3,947
Restricted Stock Units	\$ 0 (5)	02/25/2019		M	3,640 (6)	(10) (8)	Common Stock 3,640
Restricted Stock Units	\$ 0 (5)					(11) (8)	Common Stock 17,884
Restricted Stock Units	\$ 0 (5)					(12) (8)	Common Stock 12,500

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Restricted Stock Units	\$ 0 ⁽⁵⁾	<u>(13)</u>	<u>(8)</u>	Common Stock	6,250
Stock Option (right to buy)	\$ 21.29	<u>(14)</u>	02/19/2029	Common Stock	46,472
Stock Option (right to buy)	\$ 24.1	<u>(15)</u>	02/23/2028	Common Stock	36,974
Stock Option (right to buy)	\$ 17.27	<u>(16)</u>	02/24/2027	Common Stock	36,090
Stock Option (right to buy)	\$ 17.96	<u>(17)</u>	08/01/2026	Common Stock	100,000
Stock Option (right to buy)	\$ 17.15	<u>(18)</u>	02/25/2026	Common Stock	16,973
Stock Option (right to buy)	\$ 24.14	<u>(19)</u>	04/01/2025	Common Stock	100,000
Stock Option (right to buy)	\$ 25.36	<u>(20)</u>	02/26/2025	Common Stock	14,706
Stock Option (right to buy)	\$ 25.32	<u>(21)</u>	02/27/2024	Common Stock	12,166
Stock Option (right to buy)	\$ 18.73	<u>(21)</u>	02/01/2023	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Scarlett Gregg
2202 N. WEST SHORE BLVD.
SUITE 500
TAMPA, FL 33607

EVP & Pres. Outback Steakhouse

Signatures

/s/ Kelly Lefferts, Attorney
in Fact

02/26/2019

__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) Represents shares of common stock acquired upon vesting of certain performance-based share units as a result of achievement of performance goals.
- (4) These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain performance-based share units.
- (5) Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
- (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 20,200, began vesting in four equal annual installments on February 24, 2018.
- (8) This field is not applicable.
- (9) These restricted stock units, in the original grant amount of 15,789, began vesting in four equal annual installments on February 23, 2019.
- (10) These restricted stock units, in the original grant amount of 14,562, began vesting in four equal annual installments on February 25, 2017.
- (11) These restricted stock units, in the original amount of 17,884, will begin vesting in three equal annual installments on February 19, 2020.
- (12) These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on August 1, 2017.
- (13) These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on March 12, 2016.
- (14) These stock options, in the original grant amount of 46,472, will begin vesting in three equal annual installments on February 19, 2020.
- (15) These stock options, in the original grant amount of 36,974, began vesting in four equal annual installments on February 23, 2019.
- (16) These stock options, in the original grant amount of 48,119, began vesting in four equal annual installments on February 24, 2018.
- (17) These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on August 1, 2017.
- (18) These stock options, in the original grant amount of 33,946, began vesting in four equal annual installments on February 25, 2017.
- (19) These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on March 12, 2016.
- (20) These stock options, in the original grant amount of 14,706, began vesting in four equal annual installments on February 26, 2016.
- (21) These stock options are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.