

Scarlett Gregg  
Form 4  
February 26, 2019

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP & Pres. Outback Steakhouse

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