SMITH ELIZABETH A
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 *
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)
02/22/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2019		M		28,055 (1)	A	$ 0	269,620	D	
Common Stock	02/22/2019		F		7,187 (2)	D	$ 21.97	262,433	D	
Common Stock	02/22/2019		M		19,824 (1)	A	$ 0	282,257	D	
Common Stock	02/22/2019		F		4,844 (2)	D	$ 21.97	277,413	D	
Common Stock	02/25/2019		M		45,064 (3)	A	$ 0	322,477	D	

Common Stock	02/25/2019		F	17,714 (4)	D	$ 21.94	304,763	D
Common Stock	02/25/2019		M	28,002 (1)	A	$ 0	332,765	D
Common Stock	02/25/2019		F	11,019 (2)	D	$ 21.94	321,746	D
Common Stock	02/26/2019		M	40,399 (3)	A	$ 0	362,145	D
Common Stock	02/26/2019		F	15,898 (4)	D	$ 21.61	346,247	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			28,055 (6)	(7)	(8)	Common Stock	28,055
Restricted Stock Units	$ 0 (5)	02/22/2019		M			19,824 (6)	(9)	(8)	Common Stock	19,824
Restricted Stock Units	$ 0 (5)	02/25/2019		M			28,002 (6)	(10)	(8)	Common Stock	28,002
Stock Option (right to buy)	$ 24.1							(11)	02/23/2028	Common Stock	185,695
Stock Option (right to	$ 17.27							(12)	02/24/2027	Common Stock	267,327

buy)						
Stock Option (right to buy)	$ 17.15	(13)	02/25/2026	Common Stock	261,122
Stock Option (right to buy)	$ 25.36	(14)	02/26/2025	Common Stock	220,589
Stock Option (right to buy)	$ 25.32	(15)	02/27/2024	Common Stock	177,940
Stock Option (right to buy)	$ 10.03	(15)	07/01/2021	Common Stock	550,000
Stock Option (right to buy)	$ 6.5	(15)	11/16/2019	Common Stock	544,202

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, 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 112,220, 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 79,296, began vesting in four equal annual installments on February 23, 2019.

(10) These restricted stock units, in the original grant amount of 112,010, began vesting in four equal annual installments on February 25, 2017.

(11) These stock options, in the original grant amount of 185,695, began vesting in four equal annual installments on February 23, 2019.

(12) These stock options, in the original grant amount of 267,327, began vesting in four equal annual installments on February 24, 2018.

(13) These stock options, in the original grant amount of 261,122, began vesting in four equal annual installments on February 25, 2017.

(14) These stock options, in the original grant amount of 220,589, began vesting in four equal annual installments on February 26, 2016.

(15) 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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