

Bloomin' Brands, Inc.  
Form SC 13G/A  
April 17, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**Bloomin Brands, Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**094235 108**

**(CUSIP Number)**

**April 17, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1. NAMES OF REPORTING PERSONS**

Chris T. Sullivan

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a) " (b) "

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OR ORGANIZATION**

U.S.A.

**5. SOLE VOTING POWER**

NUMBER OF

SHARES 2,707,195

**6. SHARED VOTING POWER**

BENEFICIALLY

OWNED BY 0

EACH **7. SOLE DISPOSITIVE POWER**

REPORTING

PERSON 2,707,195

**8. SHARED DISPOSITIVE POWER**

WITH:

0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,707,195

**10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "**

**11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

2.17%

**12.** TYPE OF REPORTING PERSON

IN

**1. NAMES OF REPORTING PERSONS**

CTS Equities Limited Partnership

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a) " (b) "

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OR ORGANIZATION**

Florida

**5. SOLE VOTING POWER**

NUMBER OF

SHARES 2,307,899

**6. SHARED VOTING POWER**

BENEFICIALLY

OWNED BY 0

EACH **7. SOLE DISPOSITIVE POWER**

REPORTING

PERSON 2,307,899

**8. SHARED DISPOSITIVE POWER**

WITH:

0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,307,899

**10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "**

**11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

1.85%

**12.** TYPE OF REPORTING PERSON

PN

**1. NAMES OF REPORTING PERSONS**

CTS Equities, LLC

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a) " (b) "

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OR ORGANIZATION**

Florida

**5. SOLE VOTING POWER**

NUMBER OF

SHARES 2,307,899

**6. SHARED VOTING POWER**

BENEFICIALLY

OWNED BY 0

**7. SOLE DISPOSITIVE POWER**

EACH

REPORTING

PERSON 2,307,899

**8. SHARED DISPOSITIVE POWER**

WITH:

0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,307,899

**10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "**

**11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

1.85%

**12.** TYPE OF REPORTING PERSON

OO

**1. NAMES OF REPORTING PERSONS**

Chris T Sullivan Foundation Inc.

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a) " (b) "

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OR ORGANIZATION**

U.S.A.

**5. SOLE VOTING POWER**

NUMBER OF

SHARES 399,296  
**6. SHARED VOTING POWER**

BENEFICIALLY

OWNED BY 0  
EACH **7. SOLE DISPOSITIVE POWER**

REPORTING

PERSON 399,296  
**8. SHARED DISPOSITIVE POWER**

WITH:

0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

399,296

**10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "**

**11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

*.32%*  
**12.** TYPE OF REPORTING PERSON

CO

## EXPLANATORY NOTE

This Amendment No. 2 to Schedule 13G (this Amendment) amends and restates in their entirety the items included herein contained in the Schedule 13G filed by CTS Equities Limited Partnership, CTS Equities, LLC, Chris T. Sullivan and the Chris T. Sullivan Foundation Inc. (the Reporting Persons) on February 14, 2013 as amended by Amendment No. 1 on February 14, 2014 relating to the common stock, \$0.01 par value (the Common Stock), of Bloomin' Brands, Inc., a Delaware corporation (the Issuer). Chris T. Sullivan is a limited partner of CTS Equities Limited Partnership (CTSLP) and the sole member of CTS Equities, LLC, which is the sole general partner of CTSLP. Chris T Sullivan Foundation Inc. (CTS Foundation) is a charitable foundation for which Chris T. Sullivan serves as the trustee.

### Item 4. Ownership.

(a) Amount beneficially owned:

|                                  |           |
|----------------------------------|-----------|
| CTS Equities Limited Partnership | 2,307,899 |
| CTS Equities, LLC                | 2,307,899 |
| Chris T. Sullivan                | 2,707,195 |
| Chris T Sullivan Foundation Inc. | 399,296   |

(b) Percent of class:

|                                  |       |
|----------------------------------|-------|
| CTS Equities Limited Partnership | 1.85% |
| CTS Equities, LLC                | 1.85% |
| Chris T. Sullivan                | 2.17% |
| Chris T Sullivan Foundation Inc. | 0.32% |

(c) Number of shares as to which each person has:

(i) Sole power to vote or to direct the vote:

|                                  |           |
|----------------------------------|-----------|
| CTS Equities Limited Partnership | 2,307,899 |
| CTS Equities, LLC                | 2,307,899 |
| Chris T. Sullivan                | 2,707,195 |
| Chris T Sullivan Foundation Inc. | 399,296   |

(ii) Shared power to vote or to direct the vote:

|                                  |   |
|----------------------------------|---|
| CTS Equities Limited Partnership | 0 |
| CTS Equities, LLC                | 0 |

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|                                  |   |
|----------------------------------|---|
| Chris T. Sullivan                | 0 |
| Chris T Sullivan Foundation Inc. | 0 |

(iii) Sole power to dispose or to direct the disposition of:

|                                  |           |
|----------------------------------|-----------|
| CTS Equities Limited Partnership | 2,307,899 |
| CTS Equities, LLC                | 2,307,899 |
| Chris T. Sullivan                | 2,707,195 |
| Chris T Sullivan Foundation Inc. | 399,296   |

(iv) Shared power to dispose or to direct the disposition of:

|                                  |   |
|----------------------------------|---|
| CTS Equities Limited Partnership | 0 |
| CTS Equities, LLC                | 0 |
| Chris T. Sullivan                | 0 |
| Chris T Sullivan Foundation Inc. | 0 |

CTSLP, Chris T. Sullivan and CTS Foundation (collectively, the CTS Parties ) are no longer parties to certain arrangements relating to the disposition of shares of Common Stock with (i) BCIP Associates G, BCIP TCV, LLC, Bain Capital Integral Investors 2006, LLC, Bain Capital (OSI) IX, L.P. and Bain Capital (OSI) IX Coinvestment, L.P. (collectively, the Bain Parties ) and (ii) Catterton Partners VI Kangaroo, L.P. and Catterton Partners VI Kangaroo Coinvest, L.P. (collectively, the Catterton Parties ), and as a result, the CTS Parties, the Bain Parties and the Catterton Parties may no longer be deemed to be a group for purposes of Section 13(d) under the Securities Exchange Act of 1934.

The percentages of Common Stock held set forth herein are based on 124,921,652 shares of Common Stock outstanding as of February 25, 2014, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 3, 2014.

#### **Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

#### **Item 9. Dissolution of a Group.**

See item 4.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 17, 2014

By: /s/ Chris T. Sullivan  
Chris T. Sullivan

**CTS EQUITIES LIMITED PARTNERSHIP**

By: CTS EQUITIES, LLC, its General  
Partner

By: /s/ Chris T. Sullivan  
Chris T. Sullivan, Manager

**CTS EQUITIES, LLC**

By: /s/ Chris T. Sullivan  
Chris T. Sullivan, Manager

**CHRIS T SULLIVAN FOUNDATION INC.**

By: /s/ Chris T. Sullivan  
Chris T. Sullivan, President