

Scarlett Gregg
Form 4
March 14, 2019

FORM 4

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

OMB APPROVAL

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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)
03/12/2019

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/12/2019 | | M | | 6,250 (1) | A | \$ 0 26,586 D |
| Common Stock | 03/12/2019 | | F | | 2,460 (2) | D | \$ 20.08 24,126 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)

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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⁾ | 03/12/2019 | | M | | 6,250 | <u>(4)</u> | <u>(5)</u> | <u>(6)</u> | Common Stock | 6,250 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | | | | | | | <u>(7)</u> | <u>(6)</u> | Common Stock | 17,884 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | | | | | | | <u>(8)</u> | <u>(6)</u> | Common Stock | 11,842 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | | | | | | | <u>(9)</u> | <u>(6)</u> | Common Stock | 10,100 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | | | | | | | <u>(10)</u> | <u>(6)</u> | Common Stock | 12,500 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | | | | | | | <u>(11)</u> | <u>(6)</u> | Common Stock | 3,641 |
| Stock Option (right to buy) | \$ 21.29 | | | | | | | <u>(12)</u> | 02/19/2029 | Common Stock | 46,472 |
| Stock Option (right to buy) | \$ 24.1 | | | | | | | <u>(13)</u> | 02/23/2028 | Common Stock | 36,974 |
| Stock Option (right to buy) | \$ 17.27 | | | | | | | <u>(14)</u> | 02/24/2027 | Common Stock | 36,090 |
| Stock Option (right to buy) | \$ 17.96 | | | | | | | <u>(15)</u> | 08/01/2026 | Common Stock | 100,000 |

| | | | | | | |
|-----------------------------|----------|------|------------|--------------|---------|--|
| buy) | | | | | | |
| Stock Option (right to buy) | \$ 17.15 | (16) | 02/25/2026 | Common Stock | 16,973 | |
| Stock Option (right to buy) | \$ 24.14 | (17) | 04/01/2025 | Common Stock | 100,000 | |
| Stock Option (right to buy) | \$ 25.36 | (18) | 02/26/2025 | Common Stock | 14,706 | |
| Stock Option (right to buy) | \$ 25.32 | (19) | 02/27/2024 | Common Stock | 12,166 | |
| Stock Option (right to buy) | \$ 18.73 | (19) | 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 03/14/2019

**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) 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 were surrendered in exchange for shares of common stock of the issuer.

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- (5) These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on March 12, 2016.
- (6) This field is not applicable.
- (7) These restricted stock units, in the original amount of 17,884, will begin vesting in three equal annual installments on February 19, 2020.
- (8) These restricted stock units, in the original grant amount of 15,789, began vesting in four equal annual installments on February 23, 2019.
- (9) These restricted stock units, in the original grant amount of 20,200, began vesting in four equal annual installments on February 24, 2018.
- (10) These restricted stock units, in the original grant amount of 25,000, began vesting in four equal annual installments on August 1, 2017.
- (11) These restricted stock units, in the original grant amount of 14,562, began vesting in four equal annual installments on February 25, 2017.
- (12) These stock options, in the original grant amount of 46,472, will begin vesting in three equal annual installments on February 19, 2020.
- (13) These stock options, in the original grant amount of 36,974, began vesting in four equal annual installments on February 23, 2019.
- (14) These stock options, in the original grant amount of 48,119, began vesting in four equal annual installments on February 24, 2018.
- (15) These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on August 1, 2017.
- (16) These stock options, in the original grant amount of 33,946, began vesting in four equal annual installments on February 25, 2017.
- (17) These stock options, in the original grant amount of 100,000, began vesting in four equal annual installments on March 12, 2016.
- (18) These stock options, in the original grant amount of 14,706, began vesting in four equal annual installments on February 26, 2016.
- (19) 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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