

SMITH ELIZABETH A
Form 4
February 26, 2019

FORM 4

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

OMB APPROVAL

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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 *
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)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount 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 |

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| | | | | | | | |
|--------------|------------|---|---------------|---|----------|---------|---|
| 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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(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 buy) | \$ 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)

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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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