

Bloomin' Brands, Inc.
 Form 4
 November 07, 2014

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 *
 Shaw Amanda Link

(Last) (First) (Middle)

2202 NORTH WEST SHORE
 BOULEVARD, 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)
 11/05/2014

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)
 SVP-Technology & CAO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/05/2014		M ⁽¹⁾		7,972 A \$ 6.5	23,752	D
Common Stock	11/05/2014		S ⁽¹⁾		1,400 D \$ 21.1	22,352	D
Common Stock	11/05/2014		S ⁽¹⁾		6,572 D \$ 21.17	15,780 ⁽²⁾	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)

number.

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					10/01/2015 ⁽³⁾	⁽⁴⁾	Common Stock	10,000
Stock Option (right to buy) ⁽⁵⁾	\$ 6.5	11/05/2014		M ⁽¹⁾	7,972	⁽⁶⁾	04/06/2020	Common Stock	7,972
Stock Option (right to buy)	\$ 10.03					⁽⁷⁾	12/16/2021	Common Stock	20,000
Stock Option (right to buy)	\$ 17.4					⁽⁸⁾	02/26/2023	Common Stock	9,060
Stock Option (right to buy)	\$ 22.76					⁽⁹⁾	09/03/2023	Common Stock	50,000
Stock Option (right to buy)	\$ 25.32					⁽¹⁰⁾	02/27/2024	Common Stock	12,160

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shaw Amanda Link
2202 NORTH WEST SHORE BOULEVARD

SVP-Technology & CAO

SUITE 500
TAMPA, FL 33607

Signatures

Kelly Lefferts, as
Attorney-in-Fact

11/06/2014

**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) This transaction was effected by the reporting person pursuant to a Rule 10b5-1 trading plan.
 - (2) Certain of these shares represent restricted stock issued under a Bloomin' Brands, Inc. stock plan and are subject to a risk of forfeiture. Of such shares, 5,000 continue to be subject to forfeiture under that plan as of the date of this filing.
 - (3) These restricted stock units vest in four equal annual installments beginning on October 1, 2015.
 - (4) This field is not applicable.

On April 6, 2010, the reporting person was granted a replacement stock option with an exercise price of \$6.50 per share in exchange for an outstanding stock option with an exercise price of \$10.00 per share. The original stock option was cancelled. Under the exchange program, the vested portion of the eligible stock options as of the grant date of the replacement stock options were exchanged for stock options that were fully vested. The unvested portion of the exchanged stock options were exchanged for unvested replacement stock options that vest and become exercisable over a period of time that is equal to the remaining vesting period of the exchanged stock options, plus one year, subject to the participant's continued employment through the new vesting date.
 - (6) This stock option is a replacement stock option and is fully vested.
 - (7) This stock option vests in five equal annual installments beginning on December 16, 2012.
 - (8) This stock option vests in four equal annual installments beginning on February 26, 2014.
 - (9) This stock option vests in four equal annual installments beginning on August 7, 2014.
 - (10) This stock option vests in four equal annual installments beginning on February 27, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.