Bloomin' Brands, Inc. Form 4 May 03, 2017

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

> 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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SMITH ELIZABETH A Issuer Symbol Bloomin' Brands, Inc. [BLMN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title 2202 NORTH WEST SHORE 05/01/2017 below) BLVD, SUITE 500 Chairman and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TAMPA**, FL 33607 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiencially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	05/01/2017		M	125,000	A	\$ 6.5	206,235	D			
Common Stock	05/01/2017		S	125,000	D	\$ 21.94 (1)	81,235	D			
Common Stock	05/02/2017		M	150,000	A	\$ 6.5	231,235	D			
Common Stock	05/02/2017		S	150,000	D	\$ 21.7 (2)	81,235	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	TransactionDerivative Code Securities		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 Number Shares
Stock Option (right to buy)	\$ 6.5	05/01/2017		M		125,000	(3)	11/16/2019	Common Stock	125,00
Stock Option (right to buy)	\$ 6.5	05/02/2017		M		150,000	(3)	11/16/2019	Common Stock	150,00
Restricted Stock Units	\$ 0						<u>(4)</u>	<u>(5)</u>	Common Stock	112,22
Restricted Stock Units	\$ 0						<u>(6)</u>	<u>(5)</u>	Common Stock	84,008
Stock Option (right to buy)	\$ 17.27						<u>(7)</u>	02/24/2027	Common Stock	267,32
Stock Option (right to buy)	\$ 17.15						<u>(8)</u>	02/25/2026	Common Stock	261,12
Stock Option (right to buy)	\$ 25.36						<u>(9)</u>	02/26/2025	Common Stock	220,58
Stock Option (right to buy)	\$ 25.32						(10)	02/27/2024	Common Stock	177,94

Stock Option

(right to

buy)

\$ 10.03

(3) 07/01/2021 Common Stock

550,00

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

SMITH ELIZABETH A 2202 NORTH WEST SHORE BLVD **SUITE 500 TAMPA, FL 33607**

X

Chairman and CEO

Signatures

/s/ Kelly Lefferts, as Attorney-in-Fact

05/02/2017

**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).
- Price reflected is the weighted-average sales price for the shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transaction reported was \$21.875 to \$22.060. The reporting person undertakes to provide to the issuer, or any staff **(1)** member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- Price reflected is the weighted-average sales price for the shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transaction reported was \$21.565 to \$22.020. The reporting person undertakes to provide to the issuer, or any staff **(2)** member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- **(3)** These stock options are fully vested.
- These restricted stock units, in the original grant amount of 112,220, will begin vesting in four equal annual installments on February 24, **(4)**
- This field is not applicable. **(5)**
- These restricted stock units, in the original grant amount of 112,010, began vesting in four equal annual installments on February 25, **(6)**
- These stock options, in the original grant amount of 267,327, will begin vesting in four equal annual installments on February 24, 2018. **(7)**
- These stock options, in the original grant amount of 261,122, began vesting in four equal annual installments beginning on February 25, (8)
- **(9)** These stock options, in the original grant amount of 220,589, began vesting in four equal annual installments on February 26, 2016.
- (10) These stock options, in the original grant amount of 177,940, began vesting in four equal annual installments 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.

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