

Deno David J.
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 *
Deno David J.

(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)
EVP & CFAO

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 (A) or (D) Price | | |
| Common Stock | 02/22/2019 | | M | | 6,079 (1) \$ 0 | D | |
| Common Stock | 02/22/2019 | | F | | 1,470 (2) \$ 21.97 | D | |
| Common Stock | 02/22/2019 | | M | | 4,581 (1) \$ 0 | D | |
| Common Stock | 02/22/2019 | | F | | 1,241 (2) \$ 21.97 | D | |
| Common Stock | 02/25/2019 | | M | | 9,764 (3) \$ 0 | D | |

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| | | | | | | | |
|--------------|------------|---|---------------|---|----------|--------|---|
| Common Stock | 02/25/2019 | F | 2,433 (4) | D | \$ 21.94 | 30,415 | D |
| Common Stock | 02/25/2019 | M | 6,067 (1) | A | \$ 0 | 36,482 | D |
| Common Stock | 02/25/2019 | F | 1,478 (2) | D | \$ 21.94 | 35,004 | D |
| Common Stock | 02/26/2019 | M | 10,213 (3) | A | \$ 0 | 45,217 | D |
| Common Stock | 02/26/2019 | F | 2,487 (4) | D | \$ 21.61 | 42,730 | 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 (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 | 6,079 (6) | (7) (8) | Common Stock 6,079 |
| Restricted Stock Units | \$ 0 (5) | 02/22/2019 | | M | 4,581 (6) | (9) (8) | Common Stock 4,581 |
| Restricted Stock Units | \$ 0 (5) | 02/25/2019 | | M | 6,067 (6) | (10) (8) | Common Stock 6,067 |
| Restricted Stock Units | \$ 0 (5) | | | | | (11) (8) | Common Stock 19,375 |
| Stock Option (right to | \$ 21.29 | | | | | (12) 02/19/2029 | Common Stock 50,345 |

| | | | | | | |
|-----------------------------|----------|------|------------|--------------|---------|--|
| buy) | | | | | | |
| Stock Option (right to buy) | \$ 24.1 | (13) | 02/23/2028 | Common Stock | 42,917 | |
| Stock Option (right to buy) | \$ 17.27 | (14) | 02/24/2027 | Common Stock | 57,921 | |
| Stock Option (right to buy) | \$ 17.15 | (15) | 02/25/2026 | Common Stock | 56,577 | |
| Stock Option (right to buy) | \$ 25.36 | (16) | 02/26/2025 | Common Stock | 55,760 | |
| Stock Option (right to buy) | \$ 25.32 | (17) | 02/27/2024 | Common Stock | 58,800 | |
| Stock Option (right to buy) | \$ 17.4 | (17) | 02/26/2023 | Common Stock | 72,551 | |
| Stock Option (right to buy) | \$ 14.58 | (17) | 05/07/2022 | Common Stock | 132,084 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Deno David J. 2202 NORTH WEST SHORE BLVD SUITE 500 TAMPA, FL 33607 | | | EVP & CFAO | |

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) 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 a contingent right to receive one share of common stock of the issuer.
- (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 24,315, 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 amount of 18,326, began vesting in four equal installments on February 23, 2019.
- (10) These restricted stock units, in the original grant amount of 24,269, began vesting in four equal annual installments on February 25, 2017.
- (11) These restricted stock units, in the original amount of 19,375, will begin vesting in three equal annual installments on February 19, 2020.
- (12) These stock options, in the original grant amount of 50,345, will begin vesting in three equal annual installments on February 19, 2020.
- (13) These stock options, in the original grant amount of 42,917, began vesting in four equal annual installments on February 23, 2019.
- (14) These stock options, in the original grant amount of 57,921, began vesting in four equal annual installments on February 24, 2018.
- (15) These stock options, in the original grant amount of 56,577, began vesting in four equal annual installments on February 25, 2017.
- (16) These stock options, in the original grant amount of 55,760, began vesting in four equal annual installments on February 26, 2016.
- (17) 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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