

HERLIHY DONAGH  
Form 4  
October 02, 2018

**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 \*  
**HERLIHY DONAGH**

(Last) (First) (Middle)

2202 NORTH WEST SHORE  
BLVD., STE. 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)  
10/01/2018

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 CIO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |  |
| Common Stock                    | 10/01/2018                           |  | M                              |   | 12,500<br>(1)   | A  | \$ 0 12,500 D                              |
| Common Stock                    | 10/01/2018                           |  | F                              |   | 4,919<br>(2)  | D  | \$ 19.79 7,581 D                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 <sup>(3)</sup>                                    | 10/01/2018                           |  | M                              | 12,500 <sub>(4)</sub>   | <u>(5)</u>   | <u>(6)</u>  | Common Stock | 12,500                     |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | <u>(7)</u>   | <u>(6)</u>  | Common Stock | 9,516                      |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | <u>(8)</u>   | <u>(6)</u>  | Common Stock | 10,101                     |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | <u>(9)</u>   | <u>(6)</u>  | Common Stock | 6,721                      |
| Stock Option (right to buy)                | \$ 24.1  |                                      |  |                                |   | <u>(10)</u>  | 02/23/2028  | Common Stock | 22,284                     |
| Stock Option (right to buy)                | \$ 17.27   |                                      |  |                                |   | <u>(11)</u>  | 02/24/2027  | Common Stock | 24,060                     |
| Stock Option (right to buy)                | \$ 17.15   |                                      |  |                                |   | <u>(12)</u>  | 02/25/2026  | Common Stock | 15,668                     |
| Stock Option (right to buy)                | \$ 25.36   |                                      |  |                                |   | <u>(13)</u>  | 02/26/2025  | Common Stock | 26,471                     |
| Stock Option (right to buy)                | \$ 18.12   |                                      |  |                                |   | <u>(14)</u>  | 10/01/2024  | Common Stock | 62,500                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |         |
|--|---------------|-----------|---------|---------|
|  | Director      | 10% Owner | Officer | Other   |
| HERLIHY DONAGH<br>2202 NORTH WEST SHORE BLVD.<br>STE. 500<br>TAMPA, FL 33607 |               |           |         | EVP CIO |

## Signatures

/s/Kelly Lefferts, Attorney  
in Fact

10/02/2018

\_\_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 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.
  - (5) These restricted stock units, in the original grant amount of 50,000, began vesting in four equal annual installments on October 1, 2015.
  - (6) This field is not applicable.
  - (7) These restricted stock units, in the original grant amount of 9,516, will begin vesting in four equal annual installments on February 23, 2019.
  - (8) These restricted stock units, in the original grant amount of 13,467, began vesting in four equal annual installments on February 24, 2018.
  - (9) These restricted stock units, in the original grant amount of 13,442, began vesting in four equal annual installments on February 25, 2017.
  - (10) These stock options, in the original grant amount of 22,284 will begin vesting in four equal annual installments on February 23, 2019.
  - (11) These stock options, in the original grant amount of 32,080, began vesting in four equal annual installments on February 24, 2018.
  - (12) These stock options, in the original grant amount of 31,335, began vesting in four equal annual installments on February 25, 2017.
  - (13) These stock options, in the original grant amount of 26,471, began vesting in four equal annual installments on February 26, 2016.
  - (14) 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. 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.