

SMITH ELIZABETH A  
Form 4  
December 19, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SMITH ELIZABETH A

2. Issuer Name and Ticker or Trading Symbol  
Bloomin' Brands, Inc. [BLMN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2202 NORTH WEST SHORE  
BLVD, SUITE 500  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2017

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

TAMPA, FL 33607  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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                    | 12/15/2017                           |  | M                              |   | 125,000<br>(1)  | A  | \$ 6.5 206,235 D                  |
| Common Stock                    | 12/15/2017                           |  | S                              |   | 125,000<br>(1)  | D  | \$ 20.79 81,235<br>(2) D          |
| Common Stock                    | 12/15/2017                           |  | M                              |   | 125,000<br>(1)  | A  | \$ 6.5 206,235 D                  |
| Common Stock                    | 12/15/2017                           |  | S                              |   | 125,000<br>(1)  | D  | \$ 20.79 81,235<br>(3) D          |
|                                 | 12/15/2017                           |  | M                              |   |   | A  | \$ 6.5 206,235 D                  |

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|              |            |  |   |            |   |            |          |
|--------------|------------|--|---|------------|---|------------|----------|
| Common Stock |            |  |   | 125,000    |   |            |          |
|              |            |  |   | <u>(1)</u> |   |            |          |
| Common Stock | 12/15/2017 |  | S | 125,000    | D | \$ 20.8    | 81,235 D |
|              |            |  |   | <u>(1)</u> |   | <u>(4)</u> |          |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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 Number Shares                                    |
| Stock Option (right to buy)                | \$ 6.5   | 12/15/2017                           |  | M                              | 125,000<br><u>(1)</u>   | <u>(5)</u> 11/16/2019                                    | Common Stock 125,000  |
| Stock Option (right to buy)                | \$ 6.5   | 12/15/2017                           |  | M                              | 125,000<br><u>(1)</u>   | <u>(5)</u> 11/16/2019                                    | Common Stock 125,000  |
| Stock Option (right to buy)                | \$ 6.5   | 12/15/2017                           |  | M                              | 125,000<br><u>(1)</u>   | <u>(5)</u> 11/16/2019                                    | Common Stock 125,000  |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   | <u>(6)</u> <u>(7)</u>                                    | Common Stock 84,008   |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   | <u>(8)</u> <u>(7)</u>                                    | Common Stock 112,220  |
| Stock Option (right to buy)                | \$ 10.03   |                                      |  |                                |   | <u>(5)</u> 07/01/2021                                    | Common Stock 550,000  |
| Stock                                      | \$ 25.36   |                                      |  |                                |   | <u>(9)</u> 02/26/2025                                    | Common 220,580  |

| Option<br>(right to<br>buy)          |          |      |            |                 | Stock  |  |
|--------------------------------------|----------|------|------------|-----------------|--------|--|
| Stock<br>Option<br>(right to<br>buy) | \$ 25.32 | (10) | 02/27/2024 | Common<br>Stock | 177,94 |  |
| Stock<br>Option<br>(right to<br>buy) | \$ 10.03 | (5)  | 07/01/2021 | Common<br>Stock | 550,00 |  |
| Stock<br>Option<br>(right to<br>buy) | \$ 17.15 | (11) | 02/25/2026 | Common<br>Stock | 261,12 |  |
| Stock<br>Option<br>(right to<br>buy) | \$ 17.27 | (12) | 02/24/2027 | Common<br>Stock | 267,32 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| SMITH ELIZABETH A<br>2202 NORTH WEST SHORE BLVD<br>SUITE 500<br>TAMPA, FL 33607 | X             |           | Chairman and CEO |       |

## Signatures

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

12/19/2017

\*\*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).
- (1) This transaction was effected by the reporting person pursuant to a Rule 10b5-1 trading plan that was entered into on November 14, 2017.
- (2) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$20.600 to \$21.030. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- (3) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$20.600 to \$21.070. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.

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- Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$20.570 to \$21.020. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- (4) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$20.570 to \$21.020. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
  - (5) These stock options are fully vested.
  - (6) These restricted stock units, in the original grant amount of 112,010, began vesting in four equal annual installments on February 25, 2017.
  - (7) This field is not applicable.
  - (8) These restricted stock units, in the original grant amount of 112,220, will begin vesting in four equal annual installments on February 24, 2018.
  - (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.
  - (11) These stock options, in the original grant amount of 261,122, began vesting in four equal annual installments on February 25, 2017.
  - (12) These stock options, in the original grant amount of 267,327, will begin vesting in four equal annual installments on February 24, 2018.

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.