HERLIHY DONAGH
Form 4
February 26, 2019

FORM 4

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

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

OMB APPROVAL
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(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)
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
__X__ Officer (give title below) _____ Other (specify below)
EVP & CIO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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		3,367 (1)	A	$ 0	3,367	D	
Common Stock	02/22/2019		F		846 (2)	D	$ 21.97	2,521	D	
Common Stock	02/22/2019		M		2,379 (1)	A	$ 0	4,900	D	
Common Stock	02/22/2019		F		706 (2)	D	$ 21.97	4,194	D	
Common Stock	02/25/2019		M		5,408 (3)	A	$ 0	9,602	D	

Common Stock	02/25/2019		F		1,415 (4)	D	$ 21.94	8,187	D	
Common Stock	02/25/2019		M		3,360 (1)	A	$ 0	11,547	D	
Common Stock	02/25/2019		F		819 (2)	D	$ 21.94	10,728	D	
Common Stock	02/26/2019		M		4,850 (3)	A	$ 0	15,578	D	
Common Stock	02/26/2019		F		1,181 (4)	D	$ 21.61	14,397	D	

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

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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 (5)	02/22/2019		M			3,367 (6)	(7)	(8)	Common Stock	3,367
Restricted Stock Units	$ 0 (5)	02/22/2019		M			2,379 (6)	(9)	(8)	Common Stock	2,379
Restricted Stock Units	$ 0 (5)	02/25/2019		M			3,360 (6)	(10)	(8)	Common Stock	3,360
Restricted Stock Units	$ 0 (5)							(11)	(8)	Common Stock	10,731
Stock Option	$ 21.29							(12)	02/19/2029	Common Stock	27,883

(right to buy)					
Stock Option (right to buy)	$ 24.1	(13)	02/23/2028	Common Stock	22,284
Stock Option (right to buy)	$ 17.27	(14)	02/24/2027	Common Stock	24,060
Stock Option (right to buy)	$ 17.15	(15)	02/25/2026	Common Stock	15,668
Stock Option (right to buy)	$ 25.36	(16)	02/26/2025	Common Stock	26,471
Stock Option (right to buy)	$ 18.12	(17)	10/01/2024	Common Stock	62,500

Reporting Owners

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

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 the contingent right to receive one share of common stock of the issuer upon vesting of the unit.

(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 13,467, 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 grant amount of 9,516, began vesting in four equal annual installments on February 23, 2019.

(10) These restricted stock units, in the original grant amount of 13,442, began vesting in four equal annual installments on February 25, 2017.

(11) These restricted stock units, in the original amount of 10,731, will begin vesting in three equal annual installments on February 19, 2020.

(12) These stock options, in the original grant amount of 27,883, will begin vesting in three equal annual installments on February 19, 2020.

(13) These stock options, in the original grant amount of 22,284 began vesting in four equal annual installments on February 23, 2019.

(14) These stock options, in the original grant amount of 32,080, began vesting in four equal annual installments on February 24, 2018.

(15) These stock options, in the original grant amount of 31,335, began vesting in four equal annual installments on February 25, 2017.

(16) These stock options, in the original grant amount of 26,471, began vesting in four equal annual installments on February 26, 2016.

(17) These stock options, in the original grant amount of 250,000, began vesting in four equal annual installments on October 1, 2015.

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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