Bloomin' Brands, Inc. Form 4 October 29, 2013

#### 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

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(b).

(Last)

(City)

1. Name and Address of Reporting Person \* Smith Jeffrey S

> (First) (Middle)

> > (7:-

2202 NORTH WEST SHORE BLVD, SUITE 500

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Bloomin' Brands, Inc. [BLMN]

3. Date of Earliest Transaction (Month/Day/Year) 10/28/2013

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

(Check all	applicable)
icer (give title	10% Owner Other (specify below) back Steakhouse
ual or Joint/0	Group Filing(Check
Line)	
filed by One F	Reporting Person
filed by More	than One Reporting
-	
	ector icer (give title P&Pres Out ual or Joint/O Line) filed by One F

5. Relationship of Reporting Person(s) to

**TAMPA**, FL 33607

(City)	(State) (A	Table	I - Non-De	erivative So	ecuritie	es Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(	(
Common Stock	10/28/2013		M(1)	25,000	A	\$ 6.5	50,000	D	
Common Stock	10/28/2013		S(1)	25,000	D	\$ 24	25,000	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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Share
Stock Option (right to buy) (2)	\$ 6.5	10/28/2013		M <u>(1)</u>	25,000	(3)	04/06/2020	Common Stock	25,00
Stock Option (right to buy)	\$ 17.4					02/26/2014(4)	02/26/2023	Common Stock	43,40

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Jeffrey S 2202 NORTH WEST SHORE BLVD SUITE 500 TAMPA, FL 33607

**EVP&Pres Outback Steakhouse** 

### **Signatures**

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

\*\*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.
  - On April 6, 2010, the reporting person was granted a replacement stock option with an exercise price of \$6.50 in exchange for an outstanding stock option with an exercise price of \$10.00 per share. The original stock option was cancelled. Under the exchange
- program, the vested portion of the eligible stock options as of the grant date of the replacement stock options were exchanged for stock options that were fully vested. The unvested portion of the exchanged stock options were exchanged for unvested replacement stock options that vest and become exercisable over a period of time that is equal to the remaining vesting period of the exchanged stock options, plus one year, subject to the participant's continued employment through the new vesting date.
- (3) This option is a replacement stock option and the remaining unvested portion vests in four equal installments beginning on October 25, 2010.

Reporting Owners 2

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(4) Twenty-five percent (25%) of these options become exercisable on the first, second, third and fourth anniversaries of the date granted. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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.			