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
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(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)
12/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Common Stock					125,000 (1)				
Common Stock	12/15/2017		S		125,000 (1)	D	$ 20.8 (4)	81,235	D

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 or Number of Shares
Stock Option (right to buy)	$ 6.5	12/15/2017		M			125,000 (1)	(5)	11/16/2019	Common Stock	125,00
Stock Option (right to buy)	$ 6.5	12/15/2017		M			125,000 (1)	(5)	11/16/2019	Common Stock	125,00
Stock Option (right to buy)	$ 6.5	12/15/2017		M			125,000 (1)	(5)	11/16/2019	Common Stock	125,00
Restricted Stock Units	$ 0							(6)	(7)	Common Stock	84,008
Restricted Stock Units	$ 0							(8)	(7)	Common Stock	112,22
Stock Option (right to buy)	$ 10.03							(5)	07/01/2021	Common Stock	550,00
Stock	$ 25.36							(9)	02/26/2025	Common	220,58

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ELIZABETH A 2202 NORTH WEST SHORE BLVD SUITE 500 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.

(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.