Bloomin' Brands, Inc. Form 4 February 12, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287 Number:

January 31, Expires: 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

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * KADOW JOSEPH JOHN			2. Issuer Name Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
				nds, Inc. [BLMN]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earlie	st Transaction					
			(Month/Day/Yea	r)	Director 10% Owner				
2202 NORTH WEST SHORE			02/10/2014		_X_ Officer (give title Other (specify				
BLVD, SUITE 500 (Street) TAMPA, FL 33607					below) below) EVP, Chief Legal Officer				
			4. If Amendment	t, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
•					Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow						
1.Title of	2. Transaction	n Date 2A. Dee	emed 3.	4. Securities Acquired	5. Amount of 6. Ownership 7. Natur				

(City)	(State)	Table	l - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	( · · · · · · · · · · · · · · · · · · ·	any	Code (Instr. 3, 4 and 5)		Beneficially	Beneficial				
		(Month/Day/Year)	(Instr. 8)		(A) or	D.	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	02/10/2014		Code V A	Amount 4,094 (1)	(D)	Price \$ 0	309,969	D		
Common Stock	02/10/2014		F	1,247 (2)	D	\$ 22.77	308,722	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)

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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. Transactic Code (Instr. 8)	5. onNumber 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) (3)	\$ 6.5					<u>(4)</u>	04/06/2020	Common Stock	319,810	
Stock Option (right to buy)	\$ 10.03					<u>(5)</u>	12/09/2021	Common Stock	134,250	
Stock Option (right to buy)	\$ 17.4					<u>(6)</u>	02/26/2023	Common Stock	30,229	

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

KADOW JOSEPH JOHN 2202 NORTH WEST SHORE BLVD

SUITE 500

**TAMPA**, FL 33607

EVP, Chief Legal Officer

### **Signatures**

/s/Kelly Lefferts, as Attorney-in-Fact 02/12/2014

\*\*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) Represents the number of shares of common stock vested in connection with achievement of performance goals pursuant to a Performance Award Agreement dated February 26, 2013.

Reporting Owners 2

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- (2) These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting.
  - 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.
- (4) This option is a replacement stock option and the remaining unvested portion vests in four equal installments beginning on June 14, 2010.
- (5) This option vests in five equal annual installments beginning on December 9, 2012.
- (6) This option vests in four equal annual installments beginning on February 26, 2014.

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.