

Deno David J.  
Form 4  
May 08, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Deno David J.

(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)  
05/04/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP & CFAO

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 Indirect Ownership (Instr. 4) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |  |        |   |  |
| Common Stock                    | 05/04/2018                           |  | M                              |   | 50,000<br>(1)   | A  | \$ 14.58                                   | 65,135 | D |  |
| Common Stock                    | 05/04/2018                           |  | S                              |   | 50,000<br>(1)   | D  | \$ 24.5                                    | 15,135 | D |  |

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

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(9-02)

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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                              |
| Stock Option (right to buy)                | \$ 14.58   | 05/04/2018                           |  | M                              | 50,000<br>(1)   | (2) 05/07/2022   | Common Stock 50,000   |
| Restricted Stock Units                     | \$ 0 (3)   |                                      |  |                                |   | (4) (5)  | Common Stock 18,326   |
| Restricted Stock Units                     | \$ 0 (3)   |                                      |  |                                |   | (6) (5)  | Common Stock 18,237   |
| Restricted Stock Units                     | \$ 0 (3)   |                                      |  |                                |   | (7) (5)  | Common Stock 12,135   |
| Stock Option (right to buy)                | \$ 24.1  |                                      |  |                                |   | (8) 02/23/2028   | Common Stock 42,917   |
| Stock Option (right to buy)                | \$ 17.27   |                                      |  |                                |   | (9) 02/24/2027   | Common Stock 57,921   |
| Stock Option (right to buy)                | \$ 17.15   |                                      |  |                                |   | (10) 02/25/2026  | Common Stock 56,577   |
| Stock Option (right to buy)                | \$ 25.36   |                                      |  |                                |   | (11) 02/26/2025  | Common Stock 55,760   |
| Stock Option (right to buy)                | \$ 25.32   |                                      |  |                                |   | (2) 02/27/2024   | Common Stock 58,800   |

|                                      |         |     |            |                 |        |
|--------------------------------------|---------|-----|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy) | \$ 17.4 | (2) | 02/26/2023 | Common<br>Stock | 72,551 |
|--------------------------------------|---------|-----|------------|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |            |       |
|---|---------------|-----------|------------|-------|
|   | Director      | 10% Owner | Officer    | Other |
| Deno David J.<br>2202 NORTH WEST SHORE BLVD<br>SUITE 500<br>TAMPA, FL 33607 |               |           | EVP & CFAO |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/ Kelly Lefferts, as<br>Attorney-in-Fact     | 05/08/2018          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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 March 6, 2018.
- (2) These stock options are fully vested.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- (4) These restricted stock units, in the original amount of 18,326, will begin vesting in four equal installments on February 23, 2019.
- (5) This field is not applicable.
- (6) These restricted stock units, in the original grant amount of 24,315, began vesting in four equal annual installments on February 24, 2018.
- (7) These restricted stock units, in the original grant amount of 24,269, began vesting in four equal annual installments on February 25, 2017.
- (8) These stock options, in the original grant amount of 42,917 will begin vesting in four equal annual installments on February 23, 2019.
- (9) These stock options, in the original grant amount of 57,921, began vesting in four equal annual installments on February 24, 2018.
- (10) These stock options, in the original grant amount of 56,577, began vesting in four equal annual installments on February 25, 2017.
- (11) These stock options, in the original grant amount of 55,760, began vesting in four equal annual installments on February 26, 2016.

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