

KADOW JOSEPH JOHN
 Form 4
 February 26, 2019

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 *
KADOW JOSEPH JOHN

(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)
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
 Officer (give title below) _____ Other (specify below)
EVP, Chief Legal Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/22/2019		M		3,149 (1)	A	\$ 0 203,149 D
Common Stock	02/22/2019		F		815 (2)	D	\$ 21.97 202,334 D
Common Stock	02/22/2019		M		2,224 (1)	A	\$ 0 204,558 D
Common Stock	02/22/2019		F		660 (2)	D	\$ 21.97 203,898 D
Common Stock	02/25/2019		M		6,069 (3)	A	\$ 0 209,967 D

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Common Stock	02/25/2019	F	1,588 (4)	D	\$ 21.94	208,379	D
Common Stock	02/25/2019	M	3,771 (1)	A	\$ 0	212,150	D
Common Stock	02/25/2019	F	919 (2)	D	\$ 21.94	211,231	D
Common Stock	02/26/2019	M	4,490 (3)	A	\$ 0	215,721	D
Common Stock	02/26/2019	F	1,094 (4)	D	\$ 21.61	214,627	D

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

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(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 (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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 (5)	02/22/2019		M	3,149 (6)	(7) (8)	Common Stock	3,149
Restricted Stock Units	\$ 0 (5)	02/22/2019		M	2,224 (6)	(9) (8)	Common Stock	2,224
Restricted Stock Units	\$ 0 (5)	02/25/2019		M	3,771 (6)	(10) (8)	Common Stock	3,771
Restricted Stock Units	\$ 0 (5)					(11) (8)	Common Stock	11,923
Stock Option	\$ 21.29					(12) 02/19/2029	Common Stock	30,982

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- (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 a contingent right to receive one share of common stock of the issuer.
- (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 12,594, 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 8,899, began vesting in four equal annual installments on February 23, 2019.
- (10) These restricted stock units, in the original grant amount of 15,085, began vesting in four equal annual installments on February 25, 2017.
- (11) These restricted stock units, in the original amount of 11,923, will begin vesting in three equal annual installments on February 19, 2020.
- (12) These stock options, in the original grant amount of 30,982, will begin vesting in three equal annual installments on February 19, 2020.
- (13) These stock options, in the original grant amount of 20,840, began vesting in four equal annual installments on February 23, 2019.
- (14) These stock options, in the original grant amount of 30,000, began vesting in four equal annual installments on February 24, 2018.
- (15) These stock options, in the original grant amount of 35,165, began vesting in four equal annual installments on February 25, 2017.
- (16) These stock options, in the original grant amount of 24,510, began vesting in four equal annual installments on February 26, 2016.
- (17) These stock options are fully vested.

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