

Bloomin' Brands, Inc.
Form 4
May 31, 2013

FORM 4

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

OMB APPROVAL

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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 *
BAIN CAPITAL INVESTORS LLC

2. Issuer Name and Ticker or Trading Symbol
Bloomin' Brands, Inc. [BLMN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
JOHN HANCOCK TOWER, 200
CLARENDON ST.

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2013

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
BOSTON, MA 02116

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/29/2013 | | S | | 15,065,110 | D | \$ 20.5863 |
| | | | | | 52,263,046 | I | |

See Footnotes (1) (2) (3) (4) (5)

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

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SEC 1474 (9-02)

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116 | | X | | |
| Bain Capital (OSI) IX, L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116 | | X | | |
| Bain Capital (OSI) IX Coinvestment, L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116 | | X | | |
| Bain Capital Integral Investors 2006, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP TCV, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates-G JOHN HANCOCK TOWER, 200 CLARENDON ST. BOSTON, MA 02116 | | X | | |

Signatures

/s/ Andrew Balson 05/31/2013

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).

Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners IX, L.P. ("BCP IX"), which is the sole general partner of Bain Capital (OSI) IX, L.P. ("BC OSI IX"). As a result, each of BCI and BCP IX may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC OSI IX. Each of BCI and BCP IX disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On May 29, 2013, BC OSI IX sold 11,587,593 shares of Common Stock. Following such sale, BC OSI IX held 40,278,964 shares of Common Stock.

BCP IX is also the sole general partner of Bain Capital (OSI) IX Coinvestment, L.P. ("BC OSI IX-CO"). As a result, each of BCI and BCP IX may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC OSI IX-CO. Each of BCI and BCP IX disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On May 29, 2013, BC OSI IX-CO sold 3,331,755 shares of Common Stock. Following such sale, BCI OSI IX-CO held 11,407,405 shares of Common Stock.

BCI is also the managing partner of BCIP Associates-G ("BCIP G"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On May 29, 2013, BCIP G sold 1,917 shares of Common Stock. Following such sale, BCIP G held 6,563 shares of Common Stock.

BCI is also the administrative member of Bain Capital Integral Investors 2006, LLC ("BCI 2006"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCI 2006. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On May 29, 2013, BCI 2006 sold 116,190 shares of Common Stock. Following such sale, BCI 2006 held 475,425 shares of Common Stock.

BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On May 29, 2013, BCIP TCV sold 27,655 shares of Common Stock. Following such sale, BCIP TCV held 94,689 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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