

HERLIHY DONAGH

Form 4

February 21, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HERLIHY DONAGH

(Last) (First) (Middle)

**2202 NORTH WEST SHORE
BLVD., STE. 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)
02/19/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & CIO

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 | (D) | Price |

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)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------------|------------------|------------|--|--------|---------------------|--------------------|----------------|-------------------------------------|
| | | | Code | V | (A) | (D) | | | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/19/2019 | A | | 10,731 | | ⁽²⁾ | ⁽³⁾ | Common Stock 10,731 |
| Stock Option (right to buy) | \$ 21.29 | 02/19/2019 | A | | 27,883 | | ⁽⁴⁾ | 02/19/2029 | Common Stock 27,883 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | ⁽⁵⁾ | ⁽³⁾ | Common Stock 9,516 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | ⁽⁶⁾ | ⁽³⁾ | Common Stock 10,101 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | ⁽⁷⁾ | ⁽³⁾ | Common Stock 6,721 |
| Stock Option (right to buy) | \$ 24.1 | | | | | | ⁽⁸⁾ | 02/23/2028 | Common Stock 22,284 |
| Stock Option (right to buy) | \$ 17.27 | | | | | | ⁽⁹⁾ | 02/24/2027 | Common Stock 24,060 |
| Stock Option (right to buy) | \$ 17.15 | | | | | | ⁽¹⁰⁾ | 02/25/2026 | Common Stock 15,668 |
| Stock Option (right to buy) | \$ 25.36 | | | | | | ⁽¹¹⁾ | 02/26/2025 | Common Stock 26,471 |
| Stock Option (right to buy) | \$ 18.12 | | | | | | ⁽¹²⁾ | 10/01/2024 | Common Stock 62,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| HERLIHY DONAGH 2202 NORTH WEST SHORE BLVD. STE. 500 TAMPA, FL 33607 | | | EVP & CIO | |

Signatures

/s/ Kelly Lefferts, Attorney
in Fact

02/21/2019

__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) Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
- (2) These restricted stock units, in the original amount of 10,731, will begin vesting in three equal annual installments on February 19, 2020.
- (3) This field is not applicable.
- (4) These stock options, in the original grant amount of 27,883, will begin vesting in three equal annual installments on February 19, 2020.
- (5) These restricted stock units, in the original grant amount of 9,516, will begin vesting in four equal annual installments on February 23, 2019.
- (6) These restricted stock units, in the original grant amount of 13,467, began vesting in four equal annual installments on February 24, 2018.
- (7) These restricted stock units, in the original grant amount of 13,442, began vesting in four equal annual installments on February 25, 2017.
- (8) These stock options, in the original grant amount of 22,284 will begin vesting in four equal annual installments on February 23, 2019.
- (9) These stock options, in the original grant amount of 32,080, began vesting in four equal annual installments on February 24, 2018.
- (10) These stock options, in the original grant amount of 31,335, began vesting in four equal annual installments on February 25, 2017.
- (11) These stock options, in the original grant amount of 26,471, began vesting in four equal annual installments on February 26, 2016.
- (12) These stock options, in the original grant amount of 250,000, began vesting in four equal annual installments on October 1, 2015.

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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