

Bloomin' Brands, Inc.
Form 5
January 16, 2014

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
KADOW JOSEPH JOHN

(Last) (First) (Middle)

**2202 NORTH WEST SHORE
BLVD, SUITE 500**

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

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 and Chief Legal Officer

6. Individual or Joint/Group Reporting

(check applicable line)

TAMPA, FL 33607

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/17/2013	Â	G	500 D \$ 0	308,125	D	Â
Common Stock	04/18/2013	Â	G	1,250 (1) D \$ 0	306,875	D	Â
Common Stock	12/02/2013	Â	G	1,000 D \$ 0	305,875	D	Â

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option (right to buy) ⁽²⁾	\$ 6.5	Â	Â	Â	Â Â Â ⁽³⁾	04/06/2020	Common Stock 319,810
Stock Option (right to buy)	\$ 17.4	Â	Â	Â	Â Â 02/26/2014 ⁽⁴⁾	02/26/2023	Common Stock 30,229
Stock Option (right to buy)	\$ 10.03	Â	Â	Â	Â Â Â ⁽⁵⁾	12/09/2021	Common Stock 134,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KADOW JOSEPH JOHN 2202 NORTH WEST SHORE BLVD SUITE 500 TAMPA, FL 33607	Â	Â	Â EVP and Chief Legal Officer	Â

Signatures

/s/Kelly Lefferts, as
Attorney-in-Fact

01/16/2014

**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) This number represents the total number of shares donated to two different charitable entities on the same day.

(2)

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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.

- (3) This option is a replacement stock option and the remaining unvested portion vests in four equal installments beginning on June 14, 2010.
- (4) Twenty-five percent (25%) of these options become exercisable on the first, second, third and fourth anniversaries of the date granted.
- (5) This option vests in five equal installments beginning on December 9, 2012.

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