

Bloomin' Brands, Inc.  
Form 4  
March 12, 2014

**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 \*  
**Humphrey David**

(Last) (First) (Middle)

**C/O BAIN CAPITAL INVESTORS LLC, JOHN HANCOCK TOWER, 200 CLARENDON ST.**

(Street)

**BOSTON, MA 02116**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/10/2014**

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)

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 (D)	Price
Common Stock	03/10/2014		S		14,803,610	D	\$ 23.5813
					36,615,564	I	

See Footnotes (1) (2) (3) (4) (5) (6)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Humphrey David C/O BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER, 200 CLARENDON ST. BOSTON, MA 02116	X	X		

## Signatures

David Humphrey 03/12/2014

\_\_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) 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"). On March 10, 2014, BC OSI IX sold 11,240,216 shares of Common Stock. Following such sale, BC OSI IX held 28,219,499 shares of Common Stock.
- (2) BCI is the sole general partner of BCP IX is also the sole general partner of Bain Capital (OSI) IX Coinvestment, L.P. ("BC OSI IX-CO"). On March 10, 2014, BCI OSI IX-CO sold 3,415,361 shares of Common Stock. Following such sale, BCI OSI IX-CO held 7,992,044 shares of Common Stock.
- (3) BCI is also the managing partner of BCIP Associates-G ("BCIP G"). On March 10, 2014, BCIP G sold 1,965 shares of Common Stock. Following such sale, BCIP G held 4,598 shares of Common Stock.
- (4) BCI is also the administrative member of Bain Capital Integral Investors 2006, LLC ("BCI 2006"). On March 10, 2014, BCI 2006 sold 117,719 shares of Common Stock. Following such sale, BCI 2006 held 333,083 shares of Common Stock.
- (5) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV" and together BC OSI IX, BC OSI IX-CO, BCIP G and BCI 2006, the "Bain Entities"). On March 10, 2014, BCIP TCV sold 28,349 shares of Common Stock. Following such sale, BCIP TCV held 66,340 shares of Common Stock.

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- The governance, investment strategy and decision-making process with respect to the investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Mr. David Humphrey is a Managing Director of BCI. By virtue of the relationships
- (6) described in these footnotes, Mr. Humphrey may be deemed to share voting and dispositive power with respect to the shares of common stock held by Bain Entities. Mr. Humphrey disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.