

Cooper John W
Form 3
August 07, 2012

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Cooper John W

(Last) (First) (Middle)

2202 NORTH WEST SHORE
BLVD,Â SUITE 500

(Street)

TAMPA,Â FLÂ 33607

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/07/2012

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

EVP & Pres. of Bonefish Grill

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

100,000

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	04/06/2020	Common Stock	254,000	\$ 6.5	D	Â
Stock Option (right to buy) ⁽¹⁾	Â ⁽³⁾	04/06/2020	Common Stock	8,542	\$ 6.5	I	By wife

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper John W 2202 NORTH WEST SHORE BLVD SUITE 500 TAMPA, FL 33607	Â	Â	Â EVP & Pres. of Bonefish Grill	Â

Signatures

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

08/07/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- On April 6, 2010, the reporting person and his wife were granted replacement stock options with an exercise price of \$6.50 in exchange for outstanding stock options with an exercise price of \$10.00 per share. The original stock options were 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.
- (1) This option is a replacement stock option and the remaining unvested portion vests in four equal installments beginning on October 25, 2010.
- (2) This option is a replacement stock option and the remaining unvested portion vests in four equal installments beginning on June 14, 2010.
- (3) This option is a replacement stock option and the remaining unvested portion vests in four equal installments beginning on June 14, 2010.

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.