

Bloomin' Brands, Inc.  
Form S-8  
March 04, 2013

As filed with the Securities and Exchange Commission on March 4, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Bloomin Brands, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

incorporation or organization)

2202 North West Shore Boulevard, Suite 500

**20-8023465**  
(I.R.S. Employer

Identification No.)

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Tampa, Florida 33607

(813) 282-1225

(Address of Principal Executive Offices)

**Bloomin' Brands, Inc. 2012 Incentive Award Plan**

(Full Title of the Plan)

**Joseph J. Kadow**

**Executive Vice President and Chief Legal Officer**

**Bloomin' Brands, Inc.**

**2202 North West Shore Boulevard, Suite 500, Tampa, Florida 33607**

**(813) 282-1225**

(Name and Address of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be Registered(1)(2)	Proposed	Proposed	Amount of registration fee
		maximum offering price per share (3)	Maximum Aggregate offering price	

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Common Stock, \$0.01 par value				
2012 Incentive Award Plan	2,422,969	\$17.41	\$42,183,891	\$5,754

- (1) Represents additional shares of Common Stock issuable pursuant to the 2012 Incentive Award Plan (the Plan).
- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminable number of additional shares of Common Stock that may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) This calculation is made solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Securities Act. The fee is calculated on the basis of the average of the high and low sale prices per share of the Common Stock on The Nasdaq Global Select Market as of a date (February 28, 2013) within five business days prior to filing this Registration Statement.

**REGISTRATION OF ADDITIONAL SHARES**

**PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (the "Registration Statement") of Bloomin' Brands, Inc. (the "Company" or the "Registrant") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, to register 2,422,969 additional shares of the Company's common stock, \$0.01 par value per share (the "Common Stock"), under the 2012 Incentive Award Plan (the "Plan"). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on August 13, 2012 (Registration No. 333-183270).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- (1) The Registrant's Annual Report on Form 10-K filed with the Commission on March 4, 2013 (File No. 001-35625); and
- (2) The Registrant's Current Reports on Form 8-K filed with the Commission on January 8, 2013 and February 14, 2013.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Exhibit Number	Description
5.1	Opinion of Baker & Hostetler LLP.
23.1	Consent of Baker & Hostetler LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney (included on the signature page).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida, on March 4, 2013.

BLOOMIN BRANDS, INC.

By: /s/ Elizabeth A. Smith  
 Name: Elizabeth A. Smith  
 Title: Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned officers and directors of Bloomin' Brands, Inc., hereby severally constitute and appoint David J. Deno, Joseph J. Kadow and Amanda Shaw, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

Signature	Title	Date
/s/ Elizabeth A. Smith Elizabeth A. Smith	Chief Executive Officer and Director (Principal Executive Officer)	March 4, 2013
/s/ David J. Deno David J. Deno	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 4, 2013
/s/ Andrew B. Balson Andrew B. Balson	Director	March 4, 2013
/s/ Robert D. Basham Robert D. Basham	Director	March 4, 2013
/s/ J. Michael Chu J. Michael Chu	Director	March 4, 2013
/s/ Mindy Grossman Mindy Grossman	Director	March 4, 2013
/s/ David Humphrey David Humphrey	Director	March 4, 2013
/s/ John J. Mahoney John J. Mahoney	Director	March 4, 2013
/s/ Mark E. Nunnally Mark E. Nunnally	Director	March 4, 2013

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/s/ Chris T. Sullivan  
Chris T. Sullivan

Director

March 4, 2013

**INDEX TO EXHIBITS**

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