

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2013-03-04**
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FILER

Bloomin' Brands, Inc.

CIK: [1546417](#) | IRS No.: **208023465** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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SIC: **5812** Eating places

Mailing Address

2202 NORTH WEST SHORE
BOULEVARD
SUITE 500
TAMPA FL 33607

Business Address

2202 NORTH WEST SHORE
BOULEVARD
SUITE 500
TAMPA FL 33607
813-282-1225

**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)

20-8023465
(I.R.S. Employer
Identification No.)

2202 North West Shore Boulevard, Suite 500
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 maximum offering price per share (3)	Proposed Maximum Aggregate offering price	Amount of registration fee
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 indeterminate 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.

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
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.

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

/s/ Mark E. Nunnely Director
Mark E. Nunnely

March 4, 2013

/s/ Chris T. Sullivan Director
Chris T. Sullivan

March 4, 2013

INDEX TO EXHIBITS

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Baker&Hostetler LLP
PNC Center
1900 East 9th Street, Suite 3200
Cleveland, OH 44114-3482
T 216.621.0200
F 216-696-0740
www.bakerlaw.com

March 4, 2013

Bloomin' Brands, Inc.
2202 North West Shore Boulevard, Suite 500
Tampa, Florida 33607

Ladies and Gentlemen:

We have acted as counsel to Bloomin' Brands, Inc., a Delaware corporation (the "Company"), with respect to the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission on or about March 4, 2013, in connection with the registration under the Securities Act of 1933, as amended (the "Act"), by the Company of 2,422,969 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company to be offered and sold pursuant to the Company's 2012 Incentive Award Plan (the "Plan").

We have examined such documents and such matters of fact and law as we deem necessary to render the opinions contained herein. In our examination, we have assumed, but have not independently verified, the genuineness of all signatures, the conformity to original documents of all documents submitted to us as certified, facsimile or other copies, and the authenticity of all such documents. As to questions of fact material to this opinion, we have relied on certificates or comparable documents of public officials and of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares to be issued by the Company under the Plan, when issued and sold in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the General Corporation Law of the State of Delaware and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Baker & Hostetler LLP

CONSENT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 4, 2013 relating to the financial statements and financial statement schedule, which appears in Bloomin' Brands, Inc.' s Annual Report on Form 10-K for the year ended December 31, 2012.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Tampa, Florida

March 4, 2013