

BCIP Associates-G  
Form 4  
November 18, 2014

**FORM 4**

**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).

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAIN CAPITAL INVESTORS LLC**

(Last) (First) (Middle)

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

(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)

**11/14/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 11/14/2014                              |                                                             | S                                    |                                                                         | 18,307,782                                                                                                         | D                                                                       | \$<br>20.26                                                       |
|                                       |                                         |                                                             |                                      |                                                                         | 18,307,782                                                                                                         | I                                                                       |                                                                   |

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

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

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information contained in this form are not  
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SEC 1474  
(9-02)

# Edgar Filing: BCIP Associates-G - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                                | Relationships                    |
|-------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                               | Director 10% Owner Officer Other |
| BAIN CAPITAL INVESTORS LLC<br>C/O BAIN CAPITAL INVESTORS, LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116 | X                                |
| Bain Capital (OSI) IX, L.P.<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST.<br>BOSTON, MA 02116                                    | X                                |
| Bain Capital (OSI) IX Coinvestment, L.P.<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST.<br>BOSTON, MA 02116                       | X                                |
| Bain Capital Integral Investors 2006, LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON ST.<br>BOSTON, MA 02116                        | X                                |
| BCIP TCV, LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116                                               | X                                |
| BCIP Associates-G<br>JOHN HANCOCK TOWER, 200 CLARENDON ST.<br>BOSTON, MA 02116                                                | X                                |

## Signatures

David  
Humphrey

11/18/2014

    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).

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"). As a result, each of BCI and BCP IX may be deemed to share voting and

- (1) dispositive power with respect to the shares of Common Stock held by BC OSI IX. Each of BCI and BCP IX disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 14, 2014, BC OSI IX sold 14,109,749 shares of Common Stock. Following such sale, BCI OSI IX held 14,109,750 shares of Common Stock.

BCP IX is also the sole general partner of Bain Capital (OSI) IX Coinvestment, L.P. ("BC OSI IX-CO"). As a result, each of BCI and BCP IX may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC OSI IX-CO. Each

- (2) of BCI and BCP IX disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 14, 2014, BC OSI IX-CO sold 3,996,022 shares of Common Stock. Following such sale, BC OSI IX-CO held 3,996,022 shares of Common Stock.

BCI is also the managing partner of BCIP Associates-G ("BCIP G"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 14, 2014, BCIP G sold 2,299 shares of Common Stock. Following such sale, BCIP G held 2,299 shares of Common Stock.

- (3)

BCI is also the administrative member of Bain Capital Integral Investors 2006, LLC ("BCI 2006"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCI 2006. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 14, 2014, BCI 2006 sold 166,542 shares of Common Stock. Following such sale, BCI 2006 held 166,541 shares of Common Stock.

- (4)

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"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 14, 2014, BCIP TCV sold 33,170 shares of Common Stock. Following such sale, BCIP TCV held 33,170 shares of Common Stock.

- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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