

Bloomin' Brands, Inc.
Form 8-K
November 13, 2014

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) November 10, 2014

BLOOMIN' BRANDS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Delaware | 001-35625 | 20-8023465 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

2202 North West Shore Boulevard, Suite 500, Tampa, Florida 33607
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (813) 282-1225

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On November 10, 2014, Bloomin' Brands, Inc. (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement") by and among the Company, Goldman, Sachs & Co. (the "Underwriter"), and the selling stockholders listed on Schedule B thereto (the "Selling Stockholders"), relating to the offer and sale by the Selling Stockholders of 18,307,782 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Secondary Offering"). The Selling Stockholders will receive all of the proceeds from this offering. No shares are being sold by the Company. The closing of the Secondary Offering is expected to take place on or about November 14, 2014, subject to the satisfaction of customary closing conditions.

The Secondary Offering is being made pursuant to a shelf registration statement the Company filed with the Securities and Exchange Commission and that became effective on March 4, 2014 (Registration No. 333-194295) (the "Registration Statement"). A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K.

Item 8.01 Other Events.

Baker & Hostetler LLP, counsel to the Company, has issued an opinion to the Company, dated November 13, 2014, regarding the Shares to be sold in the Secondary Offering. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|--|
| 1.1 | Underwriting Agreement, dated November 10, 2014, by and among the Company, the Underwriter and the Selling Stockholders. |
| 5.1 | Opinion of Baker & Hostetler LLP. |
| 23.1 | Consent of Baker & Hostetler LLP (included in Exhibit 5.1 above). |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BLOOMIN' BRANDS, INC.
(Registrant)

Date: November 13, 2014

By: /s/ Joseph J. Kadow
Joseph J. Kadow
Executive Vice President and Chief Legal
Officer