

Restaurant Brands International Inc.

Form 4

December 16, 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

OMB  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRIBOURG PAUL J

2. Issuer Name **and** Ticker or Trading  
Symbol  
Restaurant Brands International Inc.  
[QSR]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
874 SINCLAIR ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2014

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

OAKVILLE, A6 L6K 2Y1

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

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

(City) (State) (Zip)

**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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(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.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (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                       | 12/12/2014                              |                                                             | A <sup>(1)(2)</sup>                     |                                                                            | 43,258                                                                                                             | A                                                                       | 43,258                                                            |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                         | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

## Edgar Filing: Restaurant Brands International Inc. - Form 4

| 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 of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                           | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>Number<br>Shares                                 |
| Option<br>(right to<br>buy)                         | \$ 3.54                                                            | 12/12/2014                              |                                                             | A <sup>(1)(3)</sup>                  | 106,050                                                                                                   | 10/19/2015 02/02/2021                                          | Common<br>Stock 106,0                                            |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                              | Director      | 10% Owner | Officer | Other |
| FRIBOURG PAUL J<br>874 SINCLAIR ROAD<br>OAKVILLE, A6 L6K 2Y1 |               | X         |         |       |

## Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Paul J.  
Fribourg

12/16/2014

\_\_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).

On December 12, 2014, Burger King Worldwide, Inc. ("Burger King Worldwide") consummated the business combination pursuant to the Arrangement Agreement and Plan of Merger dated August 26, 2014 by and among Burger King Worldwide, Tim Hortons Inc., (1) Restaurant Brands International Inc. (f/k/a 9060669 Canada Inc. or 1011773 B.C. Unlimited Liability Company), Restaurant Brands International Limited Partnership (f/k/a New Red Canada Limited Partnership or New Red Canada Partnership), Blue Merger Sub, Inc., a corporation incorporated under the laws of Delaware, and 8997900 Canada Inc. (the "Arrangement Agreement").

(2) These restricted stock units were acquired pursuant to the Arrangement Agreement, under which outstanding Burger King Worldwide restricted stock units were converted into restricted stock units with respect to the same number of Restaurant Brands International Inc. common shares as were subject to the underlying Burger King Worldwide restricted stock units and otherwise on the same terms and conditions as were applicable under such Burger King Worldwide restricted stock units (including with respect to vesting).

(3) These options were acquired pursuant to the Arrangement Agreement, under which outstanding Burger King Worldwide stock options were converted into stock options with respect to the same number of Restaurant Brands International Inc. common shares as were subject to the underlying Burger King Worldwide stock options and otherwise on the same terms and conditions as were applicable under such Burger King Worldwide stock options (including with respect to vesting and exercise price).

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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