Restaurant Brands International Inc.

Form 4

December 16, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Friesner Jacqueline

2. Issuer Name and Ticker or Trading

Symbol

Restaurant Brands International Inc.

[QSR]

(Check all applicable)

(Last)

(City)

Security

(Instr. 3)

(First)

(Street)

(State)

(Month/Day/Year)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/12/2014

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

below)

below) See Remarks

874 SINCLAIR ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

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

Issuer

OAKVILLE, A6 L6K 2YI

(Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

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

1. Title of 3. Transaction Date 3A. Deemed 4. Transaction 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Code Derivative **Expiration Date** Security or Exercise any (Instr. 8) Securities (Month/Day/Year)

7. Title and

Underlying S

(Instr. 3 and

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | | Acquired or Dispos (D) (Instr. 3, 4 and 5) | sed of | | | |
|--------------------------------|------------------------------------|------------|------------------|------------|--|--------|---------------------|--------------------|-----------------|
| | | | | Code | V (A) | (D) | Date Exercisable | Expiration Date | Title |
| Exchangeable units (1) (2) (3) | (2) (3) | 12/12/2014 | | A(1)(2)(3) | 9,098 | | (2)(3) | (2)(3) | Common Stock |
| Option (right to buy) | \$ 3.54 | 12/12/2014 | | A(1)(4) | 84,840 | | 10/19/2015 | 02/02/2021 | Common Stock |
| Option (right to buy) | \$ 3.54 | 12/12/2014 | | A(1)(4) | 6,771 | | 12/31/2016 | 02/20/2022 | Common Stock |
| Option (right to buy) | \$ 3.98 | 12/12/2014 | | A(1)(4) | 50,305 | | 03/01/2017 | 02/28/2022 | Common Stock |
| Option (right to buy) | \$ 18.25 | 12/12/2014 | | A(1)(4) | 4,657 | | 12/31/2017 | 02/28/2023 | Common Stock |
| Option (right to buy) | \$ 18.25 | 12/12/2014 | | A(1)(4) | 20,000 | | 03/01/2018 | 02/28/2023 | Common Stock |
| Option (right to buy) | \$ 27.28 | 12/12/2014 | | A(1)(4) | 6,392 | | 12/31/2018 | 03/06/2024 | Common Stock |
| Option (right to buy) | \$ 27.28 | 12/12/2014 | | A(1)(4) | 20,000 | | 03/07/2019 | 03/06/2024 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|-------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Friesner Jacqueline | | | | | | |
| 874 SINCLAIR ROAD | | | See Remarks | | | |

Signatures

OAKVILLE, A6 L6K 2YI

/s/ Lisa Giles-Klein as attorney-in-fact for Jacqueline
Friesner

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).
- (1) On December 12, 2014, Burger King Worldwide, Inc. ("Burger King Worldwide") consummated the business combination (the "Merger") pursuant to the Arrangement Agreement and Plan of Merger dated August 26, 2014 by and among Burger King Worldwide, Tim Hortons Inc., 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

Reporting Owners 2

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Merger Sub, Inc., a corporation incorporated under the laws of Delaware, and 8997900 Canada Inc. (the "Arrangement Agreement").

- Pursuant to the Reporting Person's election under the Arrangement Agreement, each share of Burger King Worldwide common stock

 (2) previously held by the Reporting Person was converted into one Restaurant Brands International Limited Partnership exchangeable unit.

 Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election,
 - (Continued from Footnote 2) at any time after the one year anniversary of the Merger, into common shares of Restaurant Brands International Inc. or a cash amount equal to a prescribed cash amount determined by reference to the weighted average trading price of Restaurant Brands International Inc.'s common shares on the New York Stock Exchange for the 20 consecutive trading days ending on
- the last business day prior to the exchange date, at the sole discretion of the general partner of Restaurant Brands International Limited Partnership (subject to the consent of the Restaurant Brands International Inc. conflicts committee, in certain circumstances). This conversion right has no expiration date.
- 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).

Remarks:

VP, Controller and Principal Accounting Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.