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

Restaurant Brands International Inc. Form 4/A December 23, 2014

December 2	23, 2014										
FORM	ЛД								PPROVAL		
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287		
Check t if no lor subject Section Form 4	nger to <b>STATEN</b> 16.	MENT OF	F CHAN	NGES IN SECUI	ICIAL O	WNERSHIP OI	Expires: Estimated burden hou response.	urs per			
Form 5 obligations may continue. See Instruction 1(b). 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											
(Print or Type	Responses)										
1. Name and Caira Marc	Person <u>*</u>	2. Issue Symbol	er Name <b>an</b>	<b>d</b> Ticker or	Trading	5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer				
		Restaurant Brands International Inc. [QSR]				(Check all applicable)					
(Last) 874 SINCI	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2014				_X_Director10% Owner Officer (give titleOther (specify below)					
(Street) OAKVILLE, A6 L6K 2Y1			4. If Amendment, Date Original Filed(Month/Day/Year) 12/16/2014				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
UAKVILL	L, AU LOK 211						Person				
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemee Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount						
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso	ons who res	or indirectly. spond to the collection the collection of the colle		SEC 1474		

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. Transaction	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Code	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	(Instr. 8)	Securities	(Month/Day/Year)	(Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)			Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to buy)	\$ 25.44 (1) (2) (3)	12/12/2014		A <u>(1)(2)(3)</u>		192,281 $(4) (5)$		(6)	(7)	Common Stock	192,28
Option (right to buy)	\$ 24.93 (1) (2) (3)	12/12/2014		A <u>(1)(2)(3)</u>		348,854 $(4) (5)$		(6)	(7)	Common Stock	348,85

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh							
	Director	10% Owner	Officer	Other					
Caira Marc 874 SINCLAIR ROAD OAKVILLE, A6 L6K 2Y1	Х								
Signatures									
/s/ Lisa Giles-Klein as attorney Caira	1	2/23/2014							
**Signature of Reporting			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 (the "Merger") pursuant to the Arrangement Agreement and Plan of Merger dated August 26, 2014 by and among Burger King Worldwide,

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

Pursuant to the Arrangement Agreement, each Tim Hortons Inc. stock option (and its tandem stock appreciation right) outstanding at the close of the Merger was exchanged for a stock option (with a tandem stock appreciation right) to acquire from Restaurant Brands

(2) International Inc. a number of Restaurant Brands International Inc. common shares equal to the number of common shares underlying the original Tim Hortons Inc. stock option divided by the exchange ratio of 2.4106 (with the result rounded down to the nearest full share). The exercise price of these new Restaurant Brands International Inc. stock options was calculated by dividing the exercise price of the original Tim Hortons Inc. stock option by the exchange ratio of 2.4106 (with the result rounded up to the nearest full cent).

(Continued from footnote 2) The exchange ratio of 2.4106 was calculated by dividing the price of Tim Hortons Inc. common stock at market close on the Toronto Stock Exchange on Thursday, December 11, 2014 (C\$99.45) by the volume weighted average price of Restaurant Brands International Inc. common stock at market close on the Toronto Stock Exchange on Monday, December 15, 2014

(C\$41.2545).

These two option grants were originally included on the Reporting Person's Form 4 filed on 12/16/2014 as a single option grant. This
(4) amendment has (1) disaggregated the options based on two different exercise prices; and (2) corrected the total number of options from the 539,160 figure originally reported.

(5) This figure includes the Reporting Person's holdings both of options and the tandem stock appreciation right.

(3)

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- (6) These options are vested and immediately exercisable under the terms of the original Tim Hortons Inc. stock options based upon a change of control to Tim Hortons Inc. following the Merger and termination of the Reporting Person's employment with Tim Hortons Inc.
- (7) These options are exercisable until the earlier of (i) December 14, 2017; and (ii) 90 days after cessation of the Reporting Person's service on the Restaurant Brands International Inc. Board of Directors.

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.