Restaurant Brands International Inc.
Form 4
July 10, 2017

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schwartz Daniel S

(Last) (First) (Middle)

226 WYECROFT ROAD

(Street)

OAKVILLE, A6 L6K 3X7

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2017

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

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

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares								37,852	D	

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Exchangeable units (1) (2)	(1) (2)							(2)	(2)	Common Shares	
Option (right to buy)	$ 3.54							(3)	02/02/2021	Common Shares	
Option (right to buy)	$ 3.54							(3)	02/20/2022	Common Shares	
Option (right to buy)	$ 3.97							(3)	02/28/2022	Common Shares	
Option (right to buy)	$ 18.25							12/31/2017	02/28/2023	Common Shares	
Option (right to buy)	$ 18.25							03/01/2018	02/28/2023	Common Shares	
Option (right to buy)	$ 27.28							12/31/2018	03/06/2024	Common Shares	
Option (right to buy)	$ 27.28							03/07/2019	03/06/2024	Common Shares	
Option (right to buy)	$ 42.26							12/31/2019	03/05/2025	Common Shares	
Option (right to buy)	$ 42.26							03/06/2020	03/05/2025	Common Shares	
Restricted Share Units	(4)							(5)	(5)	Common Shares	
Dividend Equivalent Rights	(6)	07/06/2017		A		180.3484		(7)	(7)	Common Shares	
Option (right to buy)	$ 33.67							02/26/2021	02/25/2026	Common Shares	
Restricted Share Units	(4)							(8)	(8)	Common Shares	
Dividend Equivalent Rights	(6)	07/06/2017		A		82.4147		(9)	(9)	Common Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwartz Daniel S 226 WYECROFT ROAD OAKVILLE, A6 L6K 3X7	X		Chief Executive Officer	

Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Daniel S. Schwartz	07/10/2017
**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., Restaurant Brands International Limited Partnership and the other parties thereto (the "Arrangement Agreement"). Pursuant to the Reporting Person's election under the Arrangement Agreement, each share of Burger King Worldwide common stock previously held by the Reporting Person was converted into one Restaurant Brands International Limited Partnership exchangeable unit.

(2) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, 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.

(3) These options are immediately exercisable.

(4) Each restricted share unit represents a contingent right to receive one common share.

(5) These restricted share units vest on December 31, 2020.

(6) Each whole dividend equivalent right represents a contingent right to receive one common share.

(7) These dividend equivalent rights accrued on the 2016 restricted share unit award (the "2016 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 RSUs to which they relate.

(8) These restricted share units vest on December 31, 2021.

(9) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2017 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2017 RSUs to which they relate.

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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