

Restaurant Brands International Inc.  
Form 8-K  
May 19, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): May 14, 2015**

**RESTAURANT BRANDS INTERNATIONAL INC.**

**RESTAURANT BRANDS INTERNATIONAL LIMITED PARTNERSHIP**

**(Exact name of registrant as specified in its charter)**

<b>Canada</b>	<b>001-36786</b>	<b>98-1202754</b>
<b>Ontario</b>	<b>001-36787</b>	<b>98-1206431</b>
<b>(State or other jurisdiction of</b>	<b>(Commission</b>	<b>(IRS Employer</b>

**incorporation)**

**File Number)**

**Identification No.)**

**Restaurant Brands International Inc.**

**Restaurant Brands International Limited Partnership**

**226 Wyecroft Road**

**Oakville, Ontario L6K 3X7**

**(Address of principal executive offices, including Zip Code)**

**(905) 845-6511**

**(Registrant's telephone number, including area code)**

**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))

**Item 1.01. Entry into a Material Definitive Agreement.**

*Purchase Agreement*

On May 14, 2015, 1011778 B.C. Unlimited Liability Company, an unlimited liability company organized under the laws of British Columbia (the *Issuer* ) and New Red Finance, Inc., a Delaware corporation and a direct wholly owned subsidiary of the Issuer (the *Co-Issuer* and, together with the Issuer, the *Issuers* ), each a subsidiary of Restaurant Brands International Inc., a corporation organized under the laws of Canada (the *Company* ), entered into a purchase agreement (the *Purchase Agreement* ) with the guarantors named therein (the *Guarantors* ) and J.P. Morgan Securities LLC, as representative of the several initial purchasers listed in Schedule 1 thereto (the *Initial Purchasers* ), relating to the sale by the Issuers of \$1,250,000,000 aggregate principal amount of their 4.625% First Lien Senior Secured Notes due 2022 (the *Notes* ), in a private placement to qualified institutional buyers in the United States, as defined in Rule 144A under the Securities Act of 1933, as amended (the *Securities Act* ), and outside the United States pursuant to Regulation S under the Securities Act (the *Notes Offering* ).

The Notes will be (i) equal in right of payment with all of the Issuers' existing and future senior debt, including the borrowings under the Issuers' existing senior secured credit facilities (the *Senior Secured Credit Facilities* ) and existing second lien notes; (ii) equal in right of payment with all of the Issuers' existing and future first priority senior secured debt, including the borrowings under the Senior Secured Credit Facilities, to the extent of the value of the collateral securing such debt; (iii) effectively senior in the right of payment to all of the Issuers' existing and future unsecured senior debt and junior lien debt, including the existing second lien notes, to the extent of the value of collateral securing the Notes; (iv) senior in right of payment to all of the Issuers' existing and future subordinated debt; and (v) structurally subordinated to all existing and future liabilities of the Issuers' non-guarantor subsidiaries.

The Purchase Agreement contains customary representations, warranties and covenants by the Issuers and the Guarantors together with customary closing conditions. Under the terms of the Purchase Agreement, the Issuers and the Guarantors have agreed to indemnify the Initial Purchasers against certain liabilities. The Notes Offering is expected to close on May 22, 2015, in accordance with the terms of the Purchase Agreement.

The Issuers intend to use the proceeds from the Notes Offering, together with cash on hand, to repay approximately \$1,550 million of the outstanding borrowings under the Senior Secured Credit Facilities and to pay related premiums, fees and expenses.

The Initial Purchasers and their affiliates from time to time have provided in the past and may provide in the future various financial advisory, investment banking and other commercial lending services in the ordinary course of business to the Company and its affiliates. In addition, affiliates of certain of the Initial Purchasers are lenders and/or agents under the Senior Secured Credit Facilities and as such are entitled to certain fees and expenses in connection therewith and may receive a portion of the proceeds of the Notes Offering in connection with the repayment of a portion of the Senior Secured Credit Facilities.

**Item 8.01 Other Events**

On May 15, 2014, the Company issued a press release to announce the repricing of the Senior Secured Credit Facilities. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 15, 2015

**SIGNATURES**

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.

**RESTAURANT BRANDS INTERNATIONAL INC.**

**RESTAURANT BRANDS INTERNATIONAL  
LIMITED PARTNERSHIP, by its general partner  
RESTAURANT BRANDS INTERNATIONAL INC.**

/s/ Jill Granat

Name: Jill Granat

Title: General Counsel and Corporate Secretary

Date: May 19, 2015

**Exhibit Index**

Exhibit No.	Description
99.1	Press Release dated May 15, 2015