

Restaurant Brands International Inc.

Form 4

April 12, 2016

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Granat Jill

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)

226 WYECROFT ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

OAKVILLE, A6 L6K 3X7

(City) (State) (Zip)

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

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)
Common Shares			Code V	Amount (D) Price	8,079	D	

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

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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)**

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Exchangeable units <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>					<u>(2)</u> <u>(2)</u>	Common Shares 52,965
Option (right to buy)	\$ 3.54					<u>(3)</u> 02/02/2021	Common Shares 245,238
Option (right to buy)	\$ 3.54					12/31/2016 02/20/2022	Common Shares 63,496
Option (right to buy)	\$ 3.97					03/01/2017 02/28/2022	Common Shares 125,767
Option (right to buy)	\$ 18.25					12/31/2017 02/28/2023	Common Shares 12,328
Option (right to buy)	\$ 18.25					03/01/2018 02/28/2023	Common Shares 50,000
Option (right to buy)	\$ 27.28					12/31/2018 03/06/2024	Common Shares 15,945
Option (right to buy)	\$ 27.28					03/07/2019 03/06/2024	Common Shares 40,000
Option (right to buy)	\$ 42.26					12/31/2019 03/05/2025	Common Shares 13,665
Option (right to buy)	\$ 42.26					03/06/2020 03/05/2025	Common Shares 66,667
Restricted Share Units	<u>(4)</u>					<u>(5)</u> <u>(5)</u>	Common Shares 17,820
Dividend Equivalent Rights	<u>(6)</u>	04/04/2016		A	62	<u>(7)</u> <u>(7)</u>	Common Shares 62
Option (right to buy)	\$ 33.67					02/26/2021 02/25/2026	Common Shares 70,000

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

Granat Jill
226 WYECROFT ROAD
OAKVILLE, A6 L6K 3X7

See Remarks

Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Jill
Granat

04/12/2016

__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 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.

Remarks:

Senior EVP, General Counsel and Secretary

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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