

Restaurant Brands International Inc.
 Form 4
 July 08, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cil Jose E.

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)
 07/06/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior EVP, Pres. Burger King

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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares | | | | (A) or (D) Code V Amount (D) Price | 16,087 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Exchangeable units <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Shares |
| Option (right to buy) | \$ 3.54 | | | | | <u>(3)</u> | 02/02/2021 | Common Shares |
| Option (right to buy) | \$ 3.54 | | | | | 12/31/2016 | 02/20/2022 | Common Shares |
| Option (right to buy) | \$ 3.97 | | | | | 03/01/2017 | 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 | <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Shares |
| Dividend Equivalent Rights | <u>(6)</u> | 07/06/2016 | | A | 129.6539 | <u>(7)</u> | <u>(7)</u> | Common Shares |
| Option (right to buy) | \$ 33.67 | | | | | 02/26/2021 | 02/25/2026 | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cil Jose E. 226 WYECROFT ROAD | | | Senior EVP, Pres. Burger King | |

