

Schwartz Daniel S
 Form 4
 November 01, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Schwartz Daniel S

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)
 10/30/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Shares | 10/30/2018 | | G ⁽¹⁾ | V 854,570 D \$ 0 | 46,730 | D | |
| Common Shares | 10/30/2018 | | G ⁽¹⁾ | V 854,570 A \$ 0 | 854,570 | I | By LLC <u>(2)</u> |
| Common Shares | 10/30/2018 | | S ⁽³⁾ | 209,370 D <u>(3)</u> | 854,570 | I | By LLC <u>(2)</u> |
| Common Shares | 10/30/2018 | | P ⁽³⁾ | 209,370 A <u>(3)</u> | 854,570 | I | By LLC <u>(2)</u> |
| Common Shares | 10/30/2018 | | S ⁽⁴⁾ | 209,370 D <u>(4)</u> | 854,570 | I | By LLC <u>(2)</u> |

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Common Shares 10/30/2018 P⁽⁴⁾ 209,370 A (4) 854,570 I By LLC (2)

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 a Underlyi (Instr. 3 a | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------------|------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Exchangeable units <u>(5)</u> | <u>(5)</u> | 10/30/2018 | | G ⁽¹⁾ | V 123,700 | <u>(5)</u> | <u>(5)</u> | Comm Share |
| Exchangeable units <u>(5)</u> | <u>(5)</u> | 10/30/2018 | | G ⁽¹⁾ | V 123,700 | <u>(5)</u> | <u>(5)</u> | Comm Share |
| Exchangeable units <u>(5)</u> | <u>(5)</u> | 10/30/2018 | | S ⁽³⁾ | 30,307 | <u>(5)</u> | <u>(5)</u> | Comm Share |
| Exchangeable units <u>(5)</u> | <u>(5)</u> | 10/30/2018 | | P ⁽³⁾ | 30,307 | <u>(5)</u> | <u>(5)</u> | Comm Share |
| Exchangeable units <u>(5)</u> | <u>(5)</u> | 10/30/2018 | | S ⁽⁴⁾ | 30,307 | <u>(5)</u> | <u>(5)</u> | Comm Share |
| Exchangeable units <u>(5)</u> | <u>(5)</u> | 10/30/2018 | | P ⁽⁴⁾ | 30,307 | <u>(5)</u> | <u>(5)</u> | Comm Share |
| Option (right to buy) | \$ 18.25 | | | | | <u>(6)</u> | 02/28/2023 | Comm Share |
| Option (right to buy) | \$ 18.25 | | | | | <u>(6)</u> | 02/28/2023 | Comm Share |
| Option (right to buy) | \$ 27.28 | | | | | 12/31/2018 | 03/06/2024 | Comm Share |
| Option (right to buy) | \$ 27.28 | | | | | 03/07/2019 | 03/06/2024 | Comm Share |
| Option (right to buy) | \$ 42.26 | | | | | 12/31/2019 | 03/05/2025 | Comm Share |
| Option (right to buy) | \$ 42.26 | | | | | 03/06/2020 | 03/05/2025 | Comm Share |

| | | | | | | |
|----------------------------|-------------|--|--|-------------|-------------|---------------|
| Restricted Share Units | <u>(7)</u> | | | <u>(8)</u> | <u>(8)</u> | Comm Share |
| Dividend Equivalent Rights | <u>(9)</u> | | | <u>(10)</u> | <u>(10)</u> | Comm Share |
| Option (right to buy) | \$ 33.67 | | | 02/26/2021 | 02/25/2026 | Comm Share |
| Restricted Share Units | <u>(7)</u> | | | <u>(11)</u> | <u>(11)</u> | Comm Share |
| Dividend Equivalent Rights | <u>(9)</u> | | | <u>(12)</u> | <u>(12)</u> | Comm Share |
| Restricted Share Units | <u>(7)</u> | | | <u>(13)</u> | <u>(13)</u> | Comm Share |
| Dividend Equivalent Rights | <u>(9)</u> | | | <u>(14)</u> | <u>(14)</u> | Comm Share |
| Performance Share Units | <u>(15)</u> | | | 02/23/2023 | 02/23/2023 | Comm Share |
| Dividend Equivalent Rights | <u>(16)</u> | | | <u>(17)</u> | <u>(17)</u> | Comm Share |

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

11/01/2018

__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) The Reporting Person gifted these securities to a limited liability company in an exempt transaction pursuant to Rule 16b-5 of the Exchange Act. The securities are held by Ameco Food Holdings LLC ("Ameco"). The Reporting Person holds all voting and dispositive power for these securities. At the time of the gift, the Reporting Person and members of his immediate family held all of the equity interests in Ameco.
 - (2) The securities are held by Ameco Food Holdings LLC ("Ameco"). The Reporting Person holds all voting and dispositive power for these securities. The Reporting Person disclaims beneficial ownership of the securities held by Ameco except to the extent of his

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pecuniary interest therein.

(3) The Reporting Person sold a portion of the equity interests in Ameco to a trust for the benefit of the Reporting Person's immediate family members for an aggregate price of \$30,100,000.

(4) A member of the Reporting Person's immediate family sold a portion of the equity interests in Ameco to a trust for the benefit of the Reporting Person and his immediate family members for an aggregate price of \$30,100,000.

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

(6) These options are immediately exercisable.

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

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

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

(10) 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.

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

(12) 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.

(13) These restricted share units vest on December 31, 2022.

(14) These dividend equivalent rights accrued on the 2018 restricted share unit award (the "2018 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2018 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2018 RSUs to which they relate.

(15) The shares reported represent an award of performance based restricted share units ("PBRsUs") granted to the Reporting Person. The PBRsUs will have a three-year performance period beginning January 1, 2015 and ending December 31, 2018 and will vest 100% on February 23, 2023, which is the fifth anniversary of the grant date. The number of common shares that will be earned at the end of the three-year performance period is subject to increase or decrease based on the results of the Issuer performance condition.

(16) Each whole dividend equivalent right represents a contingent right to receive one common share, subject to increase or decrease based on the results of the Issuer performance condition.

(17) These dividend equivalent rights accrued on the PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the PBRsUs 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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