

Restaurant Brands International Inc.

Form 4

December 07, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
3G Restaurant Brands Holdings
General Partner Ltd.

(Last) (First) (Middle)

C/O 3G CAPITAL, INC., 600
THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	12/07/2015		C ⁽⁵⁾		17,542,410	A	\$ 0 17,542,410
						I	See Footnotes (5) (6) (7)

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
required to respond unless the form
displays a currently valid OMB control
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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 Underlying (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title
Exchangeable units <u>(1)</u>	<u>(1)</u>	12/07/2015		J ⁽²⁾⁽³⁾	25,692,413	<u>(1)</u> <u>(1)</u>	Common Stock
Exchangeable units <u>(1)</u>	<u>(1)</u>	12/07/2015		J ⁽⁴⁾	25,692,413	<u>(1)</u> <u>(1)</u>	Common Stock
Exchangeable units <u>(1)</u> <u>(5)</u>	<u>(5)</u>	12/07/2015		C ⁽⁶⁾⁽⁷⁾	25,692,413	<u>(5)</u> <u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
3G Restaurant Brands Holdings General Partner Ltd. C/O 3G CAPITAL, INC. 600 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10016			X	
3G Restaurant Brands Holdings LP C/O 3G CAPITAL, INC. 600 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10016			X	

Signatures

/s/ Bernardo Piquet 12/07/2015

Signature of
Reporting Person

Date

/s/ Bernardo Piquet 12/07/2015

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) Each Restaurant Brands International Limited Partnership ("RBI LP") exchangeable unit (the "exchangeable units") is convertible, at the Reporting Person's election, into common shares (the "common shares") of Restaurant Brands International Inc. ("RBI") or a cash amount equal to a prescribed cash amount determined by reference to the weighted average trading price of RBI'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

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of the general partner of RBI's (subject to the consent of the Restaurant Brands International Inc. conflicts committee, in certain circumstances). This conversion right has no expiration date.

- (2) In furtherance of the internal restructuring of 3G Restaurant Brands Holdings LP ("3G RBH") on September 24, 2015, 3G Restaurant Brands Holdings General Partner Ltd. formed Holdings L115 LP ("Holdings 1") and Holdings L215 LP ("Holdings 2") and 3G RBH transferred 17,542,410 and 8,150,003 exchangeable units to Holdings 1 and Holdings 2, respectively. In consideration for the transfer, 3G RBH received good and valuable consideration. Following the transfer, 3G RBH beneficially owns 218,166,502 exchangeable units.

- (3) (Continued from footnote 2) Each of 3G RBH, Holdings 1 and Holdings 2 disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person, Holdings 1 and Holdings 2 is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"), or for any other purpose.
- (4) The reported transactions involved a transfer of an aggregate amount of 25,692,413 exchangeable units of RBI LP by 3G RBH to Holdings 1 and Holdings 2.

- (5) 3G Restaurant Brands Holdings General Partner Ltd. is the general partner of each of 3G RBH, Holdings 1 and Holdings 2. Accordingly, 3G Restaurant Brands Holdings General Partner Ltd. may be deemed to have voting and dispositive power with respect to the reported securities held by each of 3G RBH, Holdings 1 and Holdings 2. 3G Restaurant Brands Holdings General Partner Ltd. disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act, or for any other purpose.

- (6) In connection with the internal restructuring and pursuant to the terms of the Partnership Agreement, 3G RBH delivered to RBI LP an exchange notice to exchange 25,692,413 exchangeable units held by 3G RBH (the "Exchange"). In connection with the transfers described above, Holdings 1 and Holdings 2 each succeeded to the rights and obligations of 3G RBH under the Partnership Agreement and the exchange notice, in each case to the extent applicable to the exchangeable units transferred. As announced by RBI on December 3, 2015, upon receipt of the exchange notice, RBI, in its capacity as general partner of RBI LP, elected to have RBI LP satisfy the Exchange by issuing 17,542,410 common shares in exchange for 17,542,410 exchangeable units to Holdings 1 and by repurchasing 8,150,003 exchangeable units for cash from Holdings 2.

- (7) (Continued from footnote 6) The exchange notices became irrevocable on December 7, 2015. The Exchange will be effected as of the close of business on December 14, 2015. 3G Restaurant Brands Holdings General Partner Ltd. may be deemed to have voting and dispositive power with respect to the reported securities held by Holdings 1 and Holdings 2. 3G Restaurant Brands Holdings General Partner Ltd. disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

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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