

Restaurant Brands International Inc.
 Form 4
 April 12, 2016

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)
 04/04/2016

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 Ownership (Instr. 4)
Common Shares				(A) or (D)	29,797	D	

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

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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 Number Shares
Exchangeable units <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Shares	137,900
Option (right to buy)	\$ 3.54					<u>(3)</u>	02/02/2021	Common Shares	848,400
Option (right to buy)	\$ 3.54					12/31/2016	02/20/2022	Common Shares	211,600
Option (right to buy)	\$ 3.97					03/01/2017	02/28/2022	Common Shares	503,000
Option (right to buy)	\$ 18.25					12/31/2017	02/28/2023	Common Shares	46,570
Option (right to buy)	\$ 18.25					03/01/2018	02/28/2023	Common Shares	500,000
Option (right to buy)	\$ 27.28					12/31/2018	03/06/2024	Common Shares	95,300
Option (right to buy)	\$ 27.28					03/07/2019	03/06/2024	Common Shares	400,000
Option (right to buy)	\$ 42.26					12/31/2019	03/05/2025	Common Shares	82,820
Option (right to buy)	\$ 42.26					03/06/2020	03/05/2025	Common Shares	333,300
Restricted Share Units	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Shares	57,910
Dividend Equivalent Rights	<u>(6)</u>	04/04/2016		A	206	<u>(7)</u>	<u>(7)</u>	Common Shares	206
Option (right to buy)	\$ 33.67					02/26/2021	02/25/2026	Common Shares	250,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schwartz Daniel S
226 WYECROFT ROAD X Chief Executive Officer
OAKVILLE, A6 L6K 3X7

Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Daniel S. Schwartz 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.