

Friesner Jacqueline
 Form 4
 April 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Friesner Jacqueline

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)
 130 KING STREET WEST, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/03/2019

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 See Remarks

TORONTO, A6 M5X 1E1

(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 Ownership (Instr. 4)
Common Shares				(A) or (D)	99,960	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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Exchangeable units <u>(1)</u>	<u>(1)</u>							<u>(1)</u>	<u>(1)</u>	Common Shares
Option (right to buy)	\$ 27.28							<u>(2)</u>	03/06/2024	Common Shares
Option (right to buy)	\$ 27.28							<u>(2)</u>	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>(3)</u>							<u>(4)</u>	<u>(4)</u>	Common Shares
Dividend Equivalent Rights	<u>(5)</u>	04/03/2019		A		69.9203		<u>(6)</u>	<u>(6)</u>	Common Shares
Option (right to buy)	\$ 33.67							02/26/2021	02/25/2026	Common Shares
Restricted Share Units	<u>(3)</u>							<u>(7)</u>	<u>(7)</u>	Common Shares
Dividend Equivalent Rights	<u>(5)</u>	04/03/2019		A		38.333		<u>(8)</u>	<u>(8)</u>	Common Shares
Option (right to buy)	\$ 55.55							02/24/2022	02/23/2027	Common Shares
Restricted Share Units	<u>(3)</u>							<u>(9)</u>	<u>(9)</u>	Common Shares
Dividend Equivalent Rights	<u>(5)</u>	04/03/2019		A		27.5342		<u>(10)</u>	<u>(10)</u>	Common Shares
Restricted Share Units	<u>(3)</u>							<u>(11)</u>	<u>(11)</u>	Common Shares
Dividend Equivalent Rights	<u>(5)</u>	04/03/2019		A		33.7256		<u>(12)</u>	<u>(12)</u>	Common Shares

Performance Share Units	(13)				02/22/2024	02/22/2024	Common Shares
Dividend Equivalent Rights	(14)	04/03/2019	A	152.8117	(15)	(15)	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friesner Jacqueline 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1			See Remarks	

Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Jacqueline Friesner	04/05/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- 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.
- (1) These options are immediately exercisable.
 - (2) Each restricted share unit represents a contingent right to receive one common share.
 - (3) These restricted share units vest on December 31, 2020.
 - (4) Each whole dividend equivalent right represents a contingent right to receive one common share.
 - (5) 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.
 - (6) These restricted share units vest on December 31, 2021.
 - (7) 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.
 - (8) These restricted share units vest on December 31, 2022.
 - (9) 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.
 - (10) These restricted share units vest on December 31, 2023.
 - (11)
 - (12)

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These dividend equivalent rights accrued on the 2019 restricted share unit award (the "2019 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 RSUs to which they relate.

(13) 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, 2019 and ending December 31, 2022 and will vest 100% on February 22, 2024, 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.

(14) 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.

(15) These dividend equivalent rights accrued on the 2019 PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 PBRsUs to which they relate.

Remarks:

VP, Controller and Principal Accounting Officer

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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