

Burger King Worldwide, Inc.

Form 4

March 11, 2014

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 *
SCHWAN AXEL MR

(Last) (First) (Middle)

5505 BLUE LAGOON DRIVE

(Street)

MIAMI, FL 33126

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Burger King Worldwide, Inc. [BKW]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Stock	03/07/2014		A	1,831 (1)	\$ 27.28 (2)	2,539	D

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
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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 of Number of Shares
Option (Right to Buy)	\$ 3.98							03/01/2017	02/28/2022	Common Stock	50,305
Option (Right to Buy)	\$ 18.25							12/31/2017	02/28/2023	Common Stock	944
Option (Right to Buy)	\$ 18.25							03/01/2018	02/28/2023	Common Stock	20,000
Option (Right to Buy)	\$ 27.28 <u>(2)</u>	03/07/2014		A		12,210 <u>(3)</u>		12/31/2018	03/06/2024	Common Stock	12,210
Option (Right to Buy)	\$ 27.28	03/07/2014		A		230,000		03/07/2019	03/06/2024	Common Stock	230,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWAN AXEL MR 5505 BLUE LAGOON DRIVE MIAMI, FL 33126	X			

Signatures

/s/Lisa Giles-Klein, As Attorney-in-Fact for Axel
Schwan 03/11/2014

**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 shares reported represent shares of common stock purchased from the Issuer by the reporting person upon exercise of his/her investment rights pursuant to the Issuer's 2013 Bonus Swap Program under its Amended and Restated 2012 Omnibus Incentive Plan. The reporting person elected to use 50% of his/her 2013 net bonus to purchase shares of common stock at a purchase price of \$27.28 per share ("Investment Shares").

(2)

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Pursuant to the Issuer's Amended and Restated 2012 under its Omnibus Incentive Plan, the purchase price of the Investment Shares and the exercise price for the matching options described in footnote 3 below pursuant to the Issuer's 2013 Bonus Swap Program is the last trading price of a share of the Issuer's common stock on the New York Stock Exchange on the trading day immediately preceding the grant date, in this case March 6, 2014.

- The Issuer granted the options to the reporting person pursuant to the Issuer's 2013 Bonus Swap Program under its Amended and Restated 2012 Omnibus Incentive Plan. The reporting person elected to use 50% of his/her 2013 net bonus to purchase Investment Shares and received a matching grant of stock options in an amount equal to two times his/her gross bonus, multiplied by a multiple based on the
- (3) reporting person's position level with the Issuer ("Options Multiplier"), and divided by the exercise price of \$27.28 per share. The Options Multiplier was 1.0 for vice presidents, 1.5 for senior vice presidents and 2.0 for executive vice presidents. If an employee sells any of the Investment Shares, he/she will forfeit 6,105 of the options and a proportionate number of the remaining options based on the number of Investment Shares sold.

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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