Schwartz Daniel S
Form 4
February 26, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schwartz Daniel S

(Last) (First) (Middle)

130 KING STREET WEST, SUITE 300

(Street)

TORONTO, A6 M5X 1E1

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2019

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/22/2019		A		7,210 (1)	A	$ 64.75 (2)	53,940	D	
Common Shares								854,570	I	By LLC (3)

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)

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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Exchangeable units (4)	(4)							(4)	(4)	Common Shares	
Exchangeable units (4)	(4)							(4)	(4)	Common Shares	
Option (right to buy)	$ 18.25							(5)	02/28/2023	Common Shares	
Option (right to buy)	$ 18.25							(5)	02/28/2023	Common Shares	
Option (right to buy)	$ 27.28							(5)	03/06/2024	Common Shares	
Option (right to buy)	$ 27.28							03/07/2019	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	(6)							(7)	(7)	Common Shares	
Dividend Equivalent Rights	(8)							(9)	(9)	Common Shares	3
Option (right to buy)	$ 33.67							02/26/2021	02/25/2026	Common Shares	
Restricted Share Units	(6)							(10)	(10)	Common Shares	
Dividend Equivalent Rights	(8)							(11)	(11)	Common Shares	1,
Restricted Share Units	(6)							(12)	(12)	Common Shares	
Dividend Equivalent	(8)							(13)	(13)	Common Shares	9

Rights								
Performance Share Units	(14)	02/22/2019		A	2,500 (15)	02/23/2023	02/23/2023	Common Shares
Dividend Equivalent Rights	(16)	02/22/2019		A	57.8739 (17)	(18)	(18)	Common Shares
Restricted Share Units	(6)	02/22/2019		A	24,035 (19)	(20)	(20)	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwartz Daniel S 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1	X		Chief Executive Officer	

Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Daniel S. Schwartz	02/26/2019
**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 common shares purchased from the Issuer by the Reporting Person upon exercise of his investment rights pursuant to the Issuer's 2018 Bonus Swap Program under its Amended and Restated 2014 Omnibus Incentive Plan ("2014 Plan"). The Reporting Person elected to use 50% of his 2018 net bonus to purchase common shares at a purchase price of $64.75 per share ("Investment Shares").

(2) Pursuant to the Issuer's 2014 Plan, the purchase price of the Investment Shares is, and the number of matching restricted share units described in footnote 19 below pursuant to the Issuer's 2018 Bonus Swap Program is calculated based on, the last sales price of a common share of the Issuer on the New York Stock Exchange on the trading day immediately preceding the grant date, in this case February 21, 2019.

(3) 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 pecuniary interest therein.

(4) 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.

(5) These options are immediately exercisable.

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

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

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

(9) 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.

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

(11) 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.

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

(13) 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.

(14) The shares reported represent an award of performance based restricted share units ("2016 PBRSUs") granted to the Reporting Person. The 2016 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.

(15) Represents an award of additional 2016 PBRSUs that were earned 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) Represents an award of additional dividend equivalent rights that were earned based on the results of the Issuer performance condition.

(18) These dividend equivalent rights accrued on the 2016 PBRSUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 PBRSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 PBRSUs to which they relate.

(19) The Issuer granted the 2019 restricted share units ("2019 RSUs") to the Reporting Person pursuant to the Issuer's 2018 Bonus Swap Program under its 2014 Plan. The Reporting Person elected to use 50% of his 2018 net bonus to purchase Investment Shares and received a matching grant of 2019 RSUs in an amount equal to 50% of his gross bonus, multiplied by a multiple based on the Reporting Person's position level with the Issuer ("RSU Multiplier"), and divided by the purchase price of $64.75 per share. The RSU Multiplier was 2.0 for executive vice presidents and above. If the Reporting Person sells 50% or less of the Investment Shares, he will forfeit 12,017 of the 2019 RSUs and a proportionate number of the remaining 2019 RSUs based on the number of Investment Shares sold. If the Reporting Person sells more than 50% of the Investment Shares, he will forfeit all of the 2019 RSUs.

(20) These restricted share units vest on December 31, 2023.

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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