

Athayde Felipe A
 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 *
 Athayde Felipe A

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)
 5707 BLUE LAGOON DRIVE
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Brand Pres., Popeyes, Americas

MIAMI, FL 33126
 (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) Price | 9,198 | 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 | | 86.6266 | | <u>(6)</u> | <u>(6)</u> | 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 | | 54.5686 | | <u>(8)</u> | <u>(8)</u> | 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 | | 26.0755 | | <u>(10)</u> | <u>(10)</u> | Common Shares |
| Performance Share Units | <u>(11)</u> | | | | | | | 02/06/2021 | 02/06/2021 | Common Shares |
| Dividend Equivalent Rights | <u>(5)</u> | 04/03/2019 | | A | | 654.5861 | | <u>(12)</u> | <u>(12)</u> | Common Shares |
| Restricted Share Units | <u>(3)</u> | | | | | | | <u>(13)</u> | <u>(13)</u> | Common Shares |
| Dividend Equivalent Rights | <u>(5)</u> | 04/03/2019 | | A | | 52.7735 | | <u>(14)</u> | <u>(14)</u> | Common Shares |

Option (right to buy) \$ 64.75

02/22/2024 02/21/2029

Common Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Athayde Felipe A 5707 BLUE LAGOON DRIVE MIAMI, FL 33126 | | | Brand Pres., Popeyes, Americas | |

Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Felipe A.
Athayde

04/05/2019

__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) 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). The conversion right has no expiration date.
 - (2) These options are immediately exercisable.
 - (3) Each restricted share unit represents a contingent right to receive one common share.
 - (4) These restricted share units vest on December 31, 2020.
 - (5) Each whole dividend equivalent right represents a contingent right to receive one common share.

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.

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

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.
 - (8) The shares reported represent an award of performance based restricted share units (the "PBRsUs") granted to the Reporting Person.

The PBRsUs had a three-year performance period beginning January 1, 2015 and ending December 31, 2018 and will vest 100% on February 26, 2021, which is the fifth anniversary of the grant date.

These dividend equivalent rights accrued on the PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the PBRsUs to which they relate.
 - (9) These restricted share units vest on December 31, 2023.
 - (10) These restricted share units vest on December 31, 2023.
 - (11) These restricted share units vest on December 31, 2023.
 - (12) These restricted share units vest on December 31, 2023.
 - (13) These restricted share units vest on December 31, 2023.

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These dividend equivalent rights accrued on the 2019 restricted share unit award (the "2019 RSUs"). Dividend equivalent rights accrue
(14) 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.

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.