

Restaurant Brands International Inc.
Form 4
December 16, 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 *
FRANKLIN MARTIN E

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)
874 SINCLAIR ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

OAKVILLE, A6 L6K 2Y1

(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)
			Code	V Amount (D) Price			
Common Stock	12/12/2014		A ⁽¹⁾⁽²⁾	5,277 (2)	A (2) 5,277	D	

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

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(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 of Underlying Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Exchangeable units <u>(1)</u> <u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	12/12/2014		A <u>(1)(3)(4)</u>		1,161,469		<u>(3)(4)</u>	<u>(3)(4)</u>	Common Stock
Exchangeable units <u>(1)</u> <u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	12/12/2014		A <u>(1)(3)(4)</u>		435,016		<u>(3)(4)</u>	<u>(3)(4)</u>	Common Stock
Option (right to buy)	\$ 15.25	12/12/2014		A <u>(1)(6)</u>		32,786		08/02/2017	08/01/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN MARTIN E 874 SINCLAIR ROAD OAKVILLE, A6 L6K 2Y1	X			

Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Martin E. Franklin 12/16/2014

__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).

- 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,
- (1) Tim Hortons Inc., Restaurant Brands International Inc. (f/k/a 9060669 Canada Inc. or 1011773 B.C. Unlimited Liability Company), Restaurant Brands International Limited Partnership (f/k/a New Red Canada Limited Partnership or New Red Canada Partnership), Blue Merger Sub, Inc., a corporation incorporated under the laws of Delaware, and 8997900 Canada Inc. (the "Arrangement Agreement").
- Represent restricted stock units that, pursuant to the Arrangement Agreement, were converted into restricted stock units with respect to the same number of Restaurant Brands International Inc. common shares as were subject to the underlying Burger King Worldwide restricted stock units and otherwise on the same terms and conditions as were applicable under such Burger King Worldwide restricted stock units (including with respect to vesting).
- (2) 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. Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election,
 - (3) (Continued from Footnote 3) 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

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Partnership (subject to the consent of the Restaurant Brands International Inc. conflicts committee, in certain circumstances). This conversion right has no expiration date.

- (5) Represents an indirect interest held by RSMA, LLC. The Reporting Person is the managing member of RSMA, LLC and may be considered to have beneficial ownership of RSMA, LLC's interests in Burger King Worldwide. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

- (6) These options were acquired pursuant to the Arrangement Agreement, under which outstanding Burger King Worldwide stock options were converted into stock options with respect to the same number of Restaurant Brands International Inc. common shares as were subject to the underlying Burger King Worldwide stock options and otherwise on the same terms and conditions as were applicable under such Burger King Worldwide stock options (including with respect to vesting and exercise price).

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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