

Restaurant Brands International Inc.
Form 4
January 03, 2017

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)
226 WYECROFT ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2016

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

OAKVILLE, A6 L6K 3X7
(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)
				(A) or (D)	Price		
Common Shares	12/30/2016		A	V	2,504 (1)	A	\$ 0 14,099 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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Exchangeable units <u>(2)</u> <u>(3)</u>	<u>(2)</u> <u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Shares	1,161,4
Exchangeable units <u>(2)</u> <u>(3)</u>	<u>(2)</u> <u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Shares	157,70
Exchangeable units <u>(2)</u> <u>(3)</u>	<u>(2)</u> <u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Shares	277,31
Option (right to buy)	\$ 15.25					08/02/2017	08/01/2022	Common Shares	32,78

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN MARTIN E 226 WYECROFT ROAD OAKVILLE, A6 L6K 3X7		X		

Signatures

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

01/03/2017

__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) Represents restricted stock units that are earned and vested upon grant and that settle upon termination of board service.

(2) 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, Tim Hortons Inc., Restaurant Brands International Inc., Restaurant Brands International Limited Partnership and the other parties thereto, the "Arrangement Agreement").

(3) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, 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

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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.

- (4) 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 Restaurant Brands International, Inc. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

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

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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