

Restaurant Brands International Inc.  
Form 8-K  
December 15, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 15, 2015**

**RESTAURANT BRANDS INTERNATIONAL INC.**

**(Exact name of registrant as specified in its charter)**

**Canada**  
**(State or other jurisdiction**

**of incorporation)**

**001-36786**  
**(Commission**

**File Number)**  
**Restaurant Brands International Inc.**

**98-1202754**  
**(IRS Employer**

**Identification No.)**

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**226 Wycroft Road**

**Oakville, Ontario L6K 3X7**

**(Address of principal executive offices, including Zip Code)**

**(905) 845-6511**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

As previously disclosed, on December 9, 2015, Restaurant Brands International Inc. ( **RBI** ) entered into an underwriting agreement with Morgan Stanley & Co. LLC and Morgan Stanley Canada Limited (the **Underwriters** ) and Holdings L115 LP (the **Selling Shareholder** ), an affiliate of 3G Capital Partners LP, with respect to the sale by the Selling Shareholder of 17,542,410 common shares, no par value (the **Shares** ), of RBI to the Underwriters (the **Offering** ).

The Offering closed on December 15, 2015. A copy of the opinion of Torys LLP relating to the validity of the Shares is attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Torys LLP
23.1	Consent of Torys LLP (included in Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RESTAURANT BRANDS INTERNATIONAL INC.**

/s/ Jill Granat

Name: Jill Granat

Title: General Counsel and Corporate Secretary

Date: December 15, 2015