

Restaurant Brands International Inc.
Form 4
July 30, 2015

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 *
Caira Marc

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)
07/29/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/29/2015 | | M | V | 148,854 A \$ 21.6 (1) | D | |
| Common Stock | 07/29/2015 | | D | D | 148,854 D \$ 42.72 (2) | 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)

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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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Stock Appreciation Right | \$ 21.6 ⁽¹⁾ | 07/29/2015 | | M | 148,854 ⁽³⁾ | ⁽⁴⁾ | ⁽⁵⁾ | Common Stock | 14 |
| Option (right to buy) | \$ 41.9 ⁽⁷⁾ | | | | | 03/03/2020 | 03/06/2025 | Common Stock | 17 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Caira Marc 874 SINCLAIR ROAD OAKVILLE, A6 L6K 2Y1 | | X | | |

Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Marc Caira
Date: 07/30/2015

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 options were issued with an exercise price of CAD\$24.93. The reported exercise price represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate of 0.8666.
- (2) The reported value represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate on July 29, 2015 of 0.7756.
- (3) On July 29, 2015 the Reporting Person exercised the tandem stock appreciation rights ("SARs") reported, upon which the corresponding stock options were extinguished.
- (4) These options are vested and immediately exercisable.
- (5) These options are exercisable until the earlier of (i) December 14, 2017 and (ii) 90 days after the cessation of the Reporting Person's service on the Restaurant Brands International Inc. Board of Directors.
- (6) This figure includes the Reporting Person's holdings both of options and the tandem SARs.
- (7) The options were issued with an exercise price of CAD\$52.86. The reported exercise price represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate of 0.7926.

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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