

Dunnigan Matthew
Form 3
January 31, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Dunnigan Matthew | | (Month/Day/Year) | Restaurant Brands International Inc. [QSR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/22/2018 | | |
| 226 WYECROFT ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO | |
| OAKVILLE,Â A6Â L6K 3X7 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares | 2,465 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|----------------------------|------------|------------|---------------|------------|----------|-------------------|---|
| Option (right to buy) | 03/06/2020 | 03/05/2025 | Common Shares | 30,000 | \$ 42.26 | D | ^ |
| Restricted Share Units | ^ (1) | ^ (1) | Common Shares | 4,596 | \$ (2) | D | ^ |
| Dividend Equivalent Rights | ^ (3) | ^ (3) | Common Shares | 126.5174 | \$ (4) | D | ^ |
| Restricted Share Units | ^ (5) | ^ (5) | Common Shares | 2,593 | \$ (2) | D | ^ |
| Dividend Equivalent Rights | ^ (6) | ^ (6) | Common Shares | 33.245 | \$ (4) | D | ^ |
| Performance Share Units | 02/26/2021 | 02/26/2021 | Common Shares | 60,000 | \$ (7) | D | ^ |
| Dividend Equivalent Rights | ^ (8) | ^ (8) | Common Shares | 1,651.6625 | \$ (9) | D | ^ |
| Option (right to buy) | 02/24/2022 | 02/23/2027 | Common Shares | 40,000 | \$ 55.55 | D | ^ |
| Option (right to buy) | 05/05/2022 | 05/04/2027 | Common Shares | 40,000 | \$ 56.92 | D | ^ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunnigan Matthew 226 WYECROFT ROAD OAKVILLE, A A6 A L6K 3X7 | ^ | ^ | ^ CFO | ^ |

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for Matthew
Dunnigan

01/31/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These restricted share units vest on December 31, 2020.

(2) Each restricted share unit 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
(3) 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.

(4) Each whole dividend equivalent right represents a contingent right to receive one common share.

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- (5) 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

- (6) 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.

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

- (7) PBRsUs will have 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. The number of common shares that will be earned at the end of the three-year performance period is subject to increase or decrease based on the results of the Issuer performance condition.

These dividend equivalent rights accrued on the PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the

- (8) 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) Each whole dividend equivalent right represents a contingent right to receive one common share, subject to increase or decrease based on the results of the Issuer performance condition.

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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