

Goncalves Heitor
Form 4
March 08, 2018

FORM 4

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

OMB APPROVAL

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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 *
Goncalves Heitor

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)
03/07/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

OAKVILLE, A6 L6K 3X7

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	03/07/2018		M		41,647 A \$ 3.54	426,818	D
Common Shares	03/07/2018		S		19,107 D \$ 57.59	407,711	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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	Amount
Exchangeable units ⁽²⁾	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Shares	10
Option (right to buy)	\$ 3.54	03/07/2018		M	41,647	<u>(3)</u>	02/20/2022	Common Shares	4
Option (right to buy)	\$ 18.25					<u>(3)</u>	02/28/2023	Common Shares	30
Option (right to buy)	\$ 18.25					<u>(3)</u>	02/28/2023	Common Shares	10
Option (right to buy)	\$ 27.28					12/31/2018	03/06/2024	Common Shares	4
Option (right to buy)	\$ 27.28					03/07/2019	03/06/2024	Common Shares	80
Option (right to buy)	\$ 42.26					12/31/2019	03/05/2025	Common Shares	30
Option (right to buy)	\$ 42.26					03/06/2020	03/05/2025	Common Shares	10
Restricted Share Units	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Shares	29
Dividend Equivalent Rights	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Shares	81
Option (right to buy)	\$ 33.67					02/26/2021	02/26/2026	Common Shares	15
Restricted Share Units	<u>(4)</u>					<u>(8)</u>	<u>(8)</u>	Common Shares	14
Dividend Equivalent Rights	<u>(6)</u>					<u>(9)</u>	<u>(9)</u>	Common Shares	18
Restricted Share Units	<u>(4)</u>					<u>(10)</u>	<u>(10)</u>	Common Shares	10

