

Restaurant Brands International Inc.
Form 4
December 16, 2014

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 *
Diaz-Sese Elias

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)
12/12/2014

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

OAKVILLE, A6 L6K 2Y1

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/12/2014 | | A ⁽¹⁾⁽²⁾ | | 67,936 | A | (2) 67,936 |
| | | | | | | 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 Underlying (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Exchangeable units <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | 12/12/2014 | | A <u>(1)(2)(3)</u> | | 686 | | <u>(2)(3)</u> | <u>(2)(3)</u> | Common Stock |
| Option (right to buy) | \$ 3.54 | 12/12/2014 | | A <u>(1)(4)</u> | | 106,050 | | 10/19/2015 | 02/02/2021 | Common Stock |
| Option (right to buy) | \$ 3.54 | 12/12/2014 | | A <u>(1)(4)</u> | | 42,420 | | 10/19/2015 | 07/31/2021 | Common Stock |
| Option (right to buy) | \$ 3.54 | 12/12/2014 | | A <u>(1)(4)</u> | | 68,214 | | 12/31/2016 | 02/20/2022 | Common Stock |
| Option (right to buy) | \$ 3.97 | 12/12/2014 | | A <u>(1)(4)</u> | | 452,765 | | 03/01/2017 | 02/28/2022 | Common Stock |
| Option (right to buy) | \$ 18.25 | 12/12/2014 | | A <u>(1)(4)</u> | | 32,401 | | 12/31/2017 | 02/28/2023 | Common Stock |
| Option (right to buy) | \$ 18.25 | 12/12/2014 | | A <u>(1)(4)</u> | | 250,000 | | 03/01/2018 | 02/28/2023 | Common Stock |
| Option (right to buy) | \$ 27.28 | 12/12/2014 | | A <u>(1)(4)</u> | | 21,282 | | 12/31/2018 | 03/06/2024 | Common Stock |
| Option (right to buy) | \$ 27.28 | 12/12/2014 | | A <u>(1)(4)</u> | | 21,281 | | 12/31/2018 | 03/06/2024 | Common Stock |
| Option (right to buy) | \$ 27.28 | 12/12/2014 | | A <u>(1)(4)</u> | | 180,000 | | 03/07/2019 | 03/06/2024 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Diaz-Sese Elias 874 SINCLAIR ROAD OAKVILLE, A6 L6K 2Y1 | | | See Remarks | |

Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Elias Diaz-Sese
 12/16/2014
 **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).

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, (1) Tim Hortons Inc., Restaurant Brands International Inc. (f/k/a 9060669 Canada Inc. or 1011773 B.C. Unlimited Liability Company), Restaurant Brands International Limited Partnership (f/k/a New Red Canada Limited Partnership or New Red Canada Partnership), Blue Merger Sub, Inc., a corporation incorporated under the laws of Delaware, and 8997900 Canada Inc. (the "Arrangement Agreement").

(2) Pursuant to the Reporting Person's election under the Arrangement Agreement, each share of Burger King Worldwide common stock previously held by the Reporting Person was converted into 0.99 newly issued Restaurant Brands International Inc. common shares and 0.01 newly issued Restaurant Brands International Limited Partnership exchangeable units.

(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 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) These options were acquired pursuant to the Arrangement Agreement, under which outstanding Burger King Worldwide stock options were converted into stock options with respect to the same number of Restaurant Brands International Inc. common shares as were subject to the underlying Burger King Worldwide stock options and otherwise on the same terms and conditions as were applicable under such Burger King Worldwide stock options (including with respect to vesting and exercise price).

Remarks:

Senior EVP, President, Tim Hortons

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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