

Dunnigan Matthew
 Form 4
 April 05, 2019

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 *
 Dunnigan Matthew

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)
 130 KING STREET WEST, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/03/2019

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

TORONTO, A6 M5X 1E1

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares | | | | (A) or (D) | 5,082 | 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 Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|---------------|-------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Option (right to buy) | \$ 42.26 | | | | | | | 03/06/2020 | 03/05/2025 | Common Shares | 3 |
| Restricted Share Units | (1) | | | | | | | (2) | (2) | Common Shares | |
| Dividend Equivalent Rights | (3) | 04/03/2019 | | A | | 37.2368 | | (4) | (4) | Common Shares | 3 |
| Restricted Share Units | (1) | | | | | | | (5) | (5) | Common Shares | |
| Dividend Equivalent Rights | (3) | 04/03/2019 | | A | | 20.7078 | | (6) | (6) | Common Shares | 2 |
| Performance Share Units | (7) | | | | | | | 02/26/2021 | 02/26/2021 | Common Shares | 6 |
| Dividend Equivalent Rights | (3) | 04/03/2019 | | A | | 490.9396 | | (8) | (8) | Common Shares | 49 |
| Option (right to buy) | \$ 55.55 | | | | | | | 02/24/2022 | 02/23/2027 | Common Shares | 4 |
| Option (right to buy) | \$ 56.92 | | | | | | | 05/05/2022 | 05/04/2027 | Common Shares | 4 |
| Option (right to buy) | \$ 58.44 | | | | | | | 02/23/2023 | 02/22/2028 | Common Shares | 1 |
| Restricted Share Units | (1) | | | | | | | (9) | (9) | Common Shares | |
| Dividend Equivalent Rights | (3) | 04/03/2019 | | A | | 15.352 | | (10) | (10) | Common Shares | 1 |
| Restricted Share Units | (1) | | | | | | | (11) | (11) | Common Shares | |
| Dividend Equivalent Rights | (3) | 04/03/2019 | | A | | 49.6638 | | (12) | (12) | Common Shares | 4 |
| Performance Share Units | (13) | | | | | | | 02/22/2024 | 02/22/2024 | Common Shares | 1 |

| | | | | | | | | |
|----------------------------|------|------------|---|----------|------|------|---------------|---|
| Dividend Equivalent Rights | (14) | 04/03/2019 | A | 764.0587 | (15) | (15) | Common Shares | 7 |
|----------------------------|------|------------|---|----------|------|------|---------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunnigan Matthew 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1 | | | CFO | |

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for Matthew Dunnigan 04/05/2019

__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) Each restricted share unit represents a contingent right to receive one common share.
- (2) These restricted share units vest on December 31, 2020.
- (3) Each whole dividend equivalent right represents a contingent right to receive one common share.
- (4) These dividend equivalent rights accrued on the 2016 restricted share unit award (the "2016 RSUs"). Dividend equivalent rights accrue 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.
- (5) These restricted share units vest on December 31, 2021.
- (6) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue 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.
- (7) The shares reported represent an award of performance based restricted share units (the "2016 PBRsUs") granted to the Reporting Person. The 2016 PBRsUs 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.
- (8) These dividend equivalent rights accrued on the 2016 PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 PBRsUs to which they relate.
- (9) These restricted share units vest on December 31, 2022.
- (10) These dividend equivalent rights accrued on the 2018 restricted share unit award (the "2018 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2018 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2018 RSUs to which they relate.
- (11) These restricted share units vest on December 31, 2023.
- (12) These dividend equivalent rights accrued on the 2019 restricted share unit award (the "2019 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 RSUs to which they relate.
- (13)

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The shares reported represent an award of performance based restricted share units ("2019 PBRsUs") granted to the Reporting Person. The 2019 PBRsUs will have a three-year performance period beginning January 1, 2019 and ending December 31, 2022 and will vest 100% on February 22, 2024, 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.

- (14) 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.

- (15) These dividend equivalent rights accrued on the 2019 PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 PBRsUs to which they relate.

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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