

Restaurant Brands International Inc.

Form 4

July 08, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
226 WYECROFT ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/06/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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)  
\_\_\_\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Shares                      |   |   | Code V                               | Amount (D) Price   | 85,289   | 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  
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number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and An<br>Underlying Sec<br>(Instr. 3 and 4) |                    |                  |             |
|---|---|---|---|---|---|--|-----|---|--------------------|------------------|-------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable                                   | Expiration<br>Date | Title            | A<br>N<br>S |
| Exchangeable<br>units <u>(1)</u> <u>(2)</u>         | <u>(1)</u> <u>(2)</u>   |   |   |   |   |  |     | <u>(2)</u>  | <u>(2)</u>         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 3.54   |   |   |   |   |  |     | <u>(3)</u>  | 02/02/2021         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 3.54   |   |   |   |   |  |     | <u>(3)</u>  | 07/31/2021         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 3.54   |   |   |   |   |  |     | 12/31/2016  | 02/20/2022         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 3.97   |   |   |   |   |  |     | 03/01/2017  | 02/28/2022         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 18.25  |   |   |   |   |  |     | 12/31/2017  | 02/28/2023         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 18.25  |   |   |   |   |  |     | 03/01/2018  | 02/28/2023         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 27.28  |   |   |   |   |  |     | 12/31/2018  | 03/06/2024         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 27.28  |   |   |   |   |  |     | 12/31/2018  | 03/06/2024         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 27.28  |   |   |   |   |  |     | 03/07/2019  | 03/06/2024         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 42.26  |   |   |   |   |  |     | 12/31/2019  | 03/05/2025         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 42.26  |   |   |   |   |  |     | 03/06/2020  | 03/05/2025         | Common<br>Shares |             |
| Restricted<br>Share Units                           | <u>(4)</u>  |   |   |   |   |  |     | <u>(5)</u>  | <u>(5)</u>         | Common<br>Shares |             |
| Dividend<br>Equivalent<br>Rights                    | <u>(6)</u>  | 07/06/2016                              |   | A                                       | 162.0674  |  |     | <u>(7)</u>  | <u>(7)</u>         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 33.67  |   |   |   |   |  |     | 02/26/2021  | 02/25/2026         | Common<br>Shares |             |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Diaz-Sese Elias<br>226 WYECROFT ROAD<br>OAKVILLE, A6 L6K 3X7 |               |           |         | See Remarks |

## Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for Elias Diaz-Sese 07/08/2016

\_\_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) 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, Tim Hortons Inc., Restaurant Brands International Inc., Restaurant Brands International Limited Partnership and the other parties thereto (the "Arrangement Agreement"). 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 one Restaurant Brands International Limited Partnership exchangeable unit.

(2) 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.

(3) These options are immediately exercisable.

(4) Each restricted share unit represents a contingent right to receive one common share.

(5) These restricted share units vest on December 31, 2020.

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

(7) 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.

### 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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