

Restaurant Brands International Inc.  
Form 4  
May 06, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Caira Marc

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)

3. Date of Earliest Transaction (Month/Day/Year)  
05/05/2016

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

226 WYECROFT ROAD

(Street)

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

OAKVILLE, A6 L6K 3X7

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares                   | 05/05/2016                           |  | A                              | V   | 100,000   | A  | \$ 21.6<br>(1)  |
| Common Shares                   | 05/05/2016                           |  | S                              | D   | 100,000   | D  | \$ 43.02<br>(2)                                       |

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

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SEC 1474  
(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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                                 |
| Option (right to buy)                      | \$ 21.6 <sup>(1)</sup>                                 | 05/05/2016                           |  | M                              | 100,000   | <sup>(3)</sup> <sup>(4)</sup>                            | Common Stock 100,000  |
| Option (right to buy)                      | \$ 41.9 <sup>(5)</sup>                                 |                                      |  |                                |   | 03/03/2020 03/06/2025                                    | Common Stock 17,747   |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Caira Marc<br>226 WYECROFT ROAD<br>OAKVILLE, A6 L6K 3X7 |               | X         |         |       |

## Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Marc Caira  
 Date: 05/06/2016

\*\*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) The options were issued with an exercise price of CAD\$24.93. The reported exercise price represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate of 0.8666.  
 Represents the weighted average price of the shares sold. The reported shares were purchased in Canadian dollars at prices ranging from CAD\$55.26 to CAD\$55.42 per share, inclusive. The purchase prices were converted into their U.S. dollar equivalent ranging from USD\$42.99 to USD\$43.12 per share using the Bank of Canada noon exchange rate on May 5, 2016 of 0.7780. The Reporting Person, upon request, will provide the Securities and Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (3) These options are vested and immediately exercisable.
- (4) These options are exercisable until the earlier of (i) December 14, 2017 and (ii) 90 days after the cessation of the Reporting Person's service on the Restaurant Brands International Inc. Board of Directors.
- (5) The options were issued with an exercise price of CAD\$52.86. The reported exercise price represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate of 0.7926.

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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