

Restaurant Brands International Limited Partnership
 Form 3/A
 December 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| 130 KING STREET WEST, SUITE 300, P.O. BOX 339 (Street) | | 11/30/2018 | CARROLS RESTAURANT GROUP, INC. [TAST] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| | | | (Check all applicable) | |
| | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) | <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) |
| TORONTO | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| ONTARIO, Z4 M5X 1E1 | | | 12/04/2018 | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | | | | |
|---|--------------|--------------|-----------------|-------------------------|---------------|----------------------------------|-------------------------|
| | | | | Shares | | or Indirect (1) (Instr. 5) | |
| Convertible Preferred Stock <u>(1)</u> | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 9,414,580 <u>(1)</u> | \$ <u>(1)</u> | I | See Footnote <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Restaurant Brands International Limited Partnership 130 KING STREET WEST, SUITE 300 P.O. BOX 339 TORONTO ONTARIO,Â Z4Â M5X 1E1 | Â X | Â X | Â | Â |
| Restaurant Brands International Inc. 130 KING STREET WEST, SUITE 300 P.O. BOX 339 TORONTO ONTARIO,Â Z4Â M5X 1E1 | Â X | Â X | Â | Â |

Signatures

/s/ Jon Domanko, Authorized Officer 12/07/2018

__Signature of Reporting Person Date

/s/ Jon Domanko, Authorized Officer 12/07/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This amended Form 3 is being filed to correct the previously reported number of shares of Common Stock, par value \$0.01 per share of the Issuer, beneficially owned by the Reporting Persons. Represents 100 shares of Convertible Preferred Stock, each convertible into 94,145.80 shares of Common Stock, par value \$0.01 per share of the Issuer. The shares of Convertible Preferred Stock are convertible at any time at the option of the holder and do not have an expiration date.

(2) This amended Form 3 is being filed jointly by Restaurant Brands International Limited Partnership ("Partnership") and Restaurant Brands International Inc. ("RBI"). The reported securities are owned directly by indirect subsidiaries of Partnership. RBI is the sole general partner of Partnership. Jose E. Cil and Matthew Dunnigan, executive officers of RBI, serve as directors on the Issuer's board of directors.

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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