

Friesner Jacqueline  
Form 4  
April 05, 2019

**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 \*  
Friesner Jacqueline

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

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
See Remarks

(Street)

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

TORONTO, A6 M5X 1E1

(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.<br>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>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                         |
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                   |
| Common<br>Shares                      |                                         |                                                             |                                         |                                                                            | 99,960                                                                                                             | 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  
displays a currently valid OMB control  
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>(1)</u>                                                            |                                         |                                                             |                                         |                                                                                                           |                                                                |     | <u>(1)</u>                                            | <u>(1)</u>         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 27.28                                                              |                                         |                                                             |                                         |                                                                                                           |                                                                |     | <u>(2)</u>                                            | 03/06/2024         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 27.28                                                              |                                         |                                                             |                                         |                                                                                                           |                                                                |     | <u>(2)</u>                                            | 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>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                           |                                                                |     | <u>(4)</u>                                            | <u>(4)</u>         | Common<br>Shares |             |
| Dividend<br>Equivalent<br>Rights                    | <u>(5)</u>                                                            | 04/03/2019                              |                                                             | A                                       |                                                                                                           | 69.9203                                                        |     | <u>(6)</u>                                            | <u>(6)</u>         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 33.67                                                              |                                         |                                                             |                                         |                                                                                                           |                                                                |     | 02/26/2021                                            | 02/25/2026         | Common<br>Shares |             |
| Restricted<br>Share Units                           | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                           |                                                                |     | <u>(7)</u>                                            | <u>(7)</u>         | Common<br>Shares |             |
| Dividend<br>Equivalent<br>Rights                    | <u>(5)</u>                                                            | 04/03/2019                              |                                                             | A                                       |                                                                                                           | 38.333                                                         |     | <u>(8)</u>                                            | <u>(8)</u>         | Common<br>Shares |             |
| Option (right<br>to buy)                            | \$ 55.55                                                              |                                         |                                                             |                                         |                                                                                                           |                                                                |     | 02/24/2022                                            | 02/23/2027         | Common<br>Shares |             |
| Restricted<br>Share Units                           | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                           |                                                                |     | <u>(9)</u>                                            | <u>(9)</u>         | Common<br>Shares |             |
| Dividend<br>Equivalent<br>Rights                    | <u>(5)</u>                                                            | 04/03/2019                              |                                                             | A                                       |                                                                                                           | 27.5342                                                        |     | <u>(10)</u>                                           | <u>(10)</u>        | Common<br>Shares |             |
| Restricted<br>Share Units                           | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                           |                                                                |     | <u>(11)</u>                                           | <u>(11)</u>        | Common<br>Shares |             |
| Dividend<br>Equivalent<br>Rights                    | <u>(5)</u>                                                            | 04/03/2019                              |                                                             | A                                       |                                                                                                           | 33.7256                                                        |     | <u>(12)</u>                                           | <u>(12)</u>        | Common<br>Shares |             |

|                                  |      |            |   |          |            |            |                  |
|----------------------------------|------|------------|---|----------|------------|------------|------------------|
| Performance<br>Share Units       | (13) |            |   |          | 02/22/2024 | 02/22/2024 | Common<br>Shares |
| Dividend<br>Equivalent<br>Rights | (14) | 04/03/2019 | A | 152.8117 | (15)       | (15)       | Common<br>Shares |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |             |       |
|---------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                 | Director      | 10% Owner | Officer     | Other |
| Friesner Jacqueline<br>130 KING STREET WEST<br>SUITE 300<br>TORONTO, A6 M5X 1E1 |               |           | See Remarks |       |

## Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Jacqueline Friesner 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).
- Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, 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.
- (1) These options are immediately exercisable.
  - (2) Each restricted share unit represents a contingent right to receive one common share.
  - (3) These restricted share units vest on December 31, 2020.
  - (4) Each whole dividend equivalent right represents a contingent right to receive one common share.
  - (5) 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.
  - (6) These restricted share units vest on December 31, 2021.
  - (7) 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.
  - (8) These restricted share units vest on December 31, 2022.
  - (9) 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.
  - (10) These restricted share units vest on December 31, 2023.
  - (11)
  - (12)

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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) The shares reported represent an award of performance based restricted share units ("PBRsUs") granted to the Reporting Person. The 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.

### Remarks:

VP, Controller and Principal Accounting Officer

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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