

Caira Marc
Form 4
November 22, 2017

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

OMB APPROVAL

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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)
11/20/2017

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	11/20/2017		M	V	100,000	A	\$ 21.6 (1)
Common Shares	11/20/2017		S		49,804	D	\$ 65.62 (2)

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

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(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 or Number of Shares
Option (right to buy)	\$ 21.6 ⁽¹⁾	11/20/2017		M	100,000	⁽³⁾	⁽⁴⁾	Common Shares	100,000
Option (right to buy)	\$ 41.9 ⁽⁵⁾					03/03/2020	03/06/2025	Common Shares	17,747

Reporting Owners

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

Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Marc Caira 11/22/2017
**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 at the time of issuance.
Represents the weighted average price of the shares sold. The reported shares were purchased in Canadian dollars at prices ranging from CAD\$83.77 to CAD\$84.30 per share, inclusive. The purchase prices were converted into their U.S. dollar equivalent ranging from USD\$65.48 to USD\$65.90 per share using the Bank of Canada daily exchange rate on November 20, 2017 of 0.7817. 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.
- (2) USD\$65.48 to USD\$65.90 per share using the Bank of Canada daily exchange rate on November 20, 2017 of 0.7817. 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 at the time of issuance.

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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