

Restaurant Brands International Inc.

Form 4

July 30, 2015

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

874 SINCLAIR ROAD

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/29/2015

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

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 2Y1

(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 Acquired (A)<br>or 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.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 07/29/2015                              |                                                             | M                                       | V Amount (A) or (D) Price<br>148,854 A \$ 21.6<br>(1)                   | 177,423                                                                                                            | D                                                                          |                                                                                |
| Common<br>Stock                       | 07/29/2015                              |                                                             | D                                       | D Amount (A) or (D) Price<br>148,854 D \$ 42.72<br>(2)                  | 28,569                                                                                                             | D                                                                          |                                                                                |

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

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information contained in this form are not  
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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 Security (Instr. 3 and 4) |                 |              |                         |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|-------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount Number of Shares |
| Stock Appreciation Right                   | \$ 21.6 <u>(1)</u>                                     | 07/29/2015                           |                                                    | M                              |                                                                                         | 148,854 <u>(3)</u>                                       |     | <u>(4)</u>                                                  | <u>(5)</u>      | Common Stock | 14                      |
| Option (right to buy)                      | \$ 41.9 <u>(7)</u>                                     |                                      |                                                    |                                |                                                                                         |                                                          |     | 03/03/2020                                                  | 03/06/2025      | Common Stock | 17                      |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---------------------------------------------------------|----------------------------------|
|                                                         | Director 10% Owner Officer Other |
| Caira Marc<br>874 SINCLAIR ROAD<br>OAKVILLE, A6 L6K 2Y1 | X                                |

## Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Marc Caira

07/30/2015

                    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.
- (2) The reported value represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate on July 29, 2015 of 0.7756.
- (3) On July 29, 2015 the Reporting Person exercised the tandem stock appreciation rights ("SARs") reported, upon which the corresponding stock options were extinguished.
- (4) These options are vested and immediately exercisable.
- (5) 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.
- (6) This figure includes the Reporting Person's holdings both of options and the tandem SARs.
- (7) 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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